



# FUTURE FORWARD

ANNUAL REPORT 2020-21

**SUZLON**  
POWERING A GREENER TOMORROW

# A 26 YEAR LEGACY

Established in 1995, Suzlon has consistently strived to provide affordable renewable energy solutions and make the world a greener place. Its journey is driven by an unyielding determination and a belief that led Suzlon, which began as a small and innovative entrepreneurial venture with the vision of sustainable development, to become a global enabler of climate change risk mitigation. The persistence of the Suzlon family led to the provision of sustainable energy for industries and the creation of a better world. Suzlon, since its inception, has been synonymous with green energy. Over the last two decades, it has carved for itself, opportunities in the seemingly unyielding face of challenges to achieve many milestones.



Vayor wind farm  
in Kutch,  
Gujarat, India

## FUTURE FORWARD:

Suzlon is the pioneer and market leader of wind energy in India. To sustain this position in the future one has to be innovative. We keep an eye on the changing energy landscape and adapt it for a better future.

This image was captured  
before the COVID-19 pandemic.

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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)  
Wholtime Director &  
Chief Operating Officer

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

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

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

**Mr. Rakesh Sharma**  
(DIN: 06695734)  
A nominee of State Bank of India  
Non-Executive Director

**Mr. Sameer Shah**  
(DIN: 08702339)  
Non-Executive  
Independent Director

**Mrs. Seemantinee Khot**  
(DIN: 07026548)  
Non-Executive  
Independent Director

**Mr. Gautam Doshi**  
(DIN: 00004612)  
Non-Executive  
Independent Director

**Mr. Hiten Timbadia**  
(DIN: 00210210)  
Non-Executive Director

**CHIEF EXECUTIVE OFFICER,  
SUZLON GROUP**  
Mr. Ashwani Kumar  
(appointed as a Chief  
Executive Officer w.e.f.  
October 19, 2020)

**CHIEF FINANCIAL OFFICER,  
SUZLON GROUP**  
Mr. Swapnil Jain  
(resigned as Chief Financial  
Officer w.e.f. June 1, 2021)

Mr. Himanshu Mody  
(appointed as Chief Financial  
Officer w.e.f. August 1, 2021)

**COMPANY SECRETARY**  
Mrs. Geetanjali S. Vaidya  
ICSI Membership No.A18026

## STATUTORY AUDITOR

Deloitte Haskins & Sells LLP, Chartered Accountants, Firm Registration No.117366W/W-100018  
706, 'B' Wing, 7<sup>th</sup> Floor, ICC Trade Tower, Senapati Bapat Road, Pune-411016, Maharashtra, India

## BANKERS / INSTITUTIONS

Axis Bank Limited | Bank of Baroda | Bank of India | Bank of Maharashtra | Central Bank of India |  
Corporation Bank (since merged with Union Bank of India) | Export Import Bank of India |  
ICICI Bank Limited | IDBI Bank Limited | Indian Overseas Bank | Life Insurance Corporation of India |  
Oriental Bank of Commerce (since merged with Punjab National Bank) | Power Finance Corporation  
Limited | Punjab National Bank | State Bank of India | The Saraswat Co-operative Bank Limited |  
Union Bank of India | Yes Bank Limited | Indian Renewable Energy Development Agency Limited

**REGISTERED OFFICE**  
"Suzlon", 5, Shrimali Society,  
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Gujarat, India  
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**CORPORATE OFFICE**  
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**REGISTRAR AND SHARE TRANSFER AGENT**  
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Selenium, Tower B, Plot 31 & 32, Financial District,  
Nanakramguda, Serilingampally Mandal,  
Hyderabad-500032, Telangana, India  
Toll Free No. 1-800-309-4001;  
Website: <https://www.kfintech.com>;  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).



Wind turbine  
generator  
manufacturing unit in  
Daman (U.T.), India

This image was captured  
before the COVID-19 pandemic.

## BOARD OF DIRECTORS



**Mr. Tulsi R. Tanti**  
Founder, Chairman and  
Managing Director



**Mr. Vinod R. Tanti**  
Wholetime Director and  
Chief Operating Officer



**Mr. Girish R. Tanti**  
Non-Executive Director



**Mr. Marc Desaedeleer**  
Independent Director



**Mr. Per Hornung Pedersen**  
Independent Director



**Mr. Rakesh Sharma**  
Nominee Director



**Mr. Sameer Shah**  
Independent  
Director



**Mr. Gautam Doshi**  
Independent Director



**Mrs. Seemantinee Khot**  
Independent Director



**Mr. Hiten Timbadia**  
Non-Executive Director



# CHAIRMAN'S LETTER

**Tulsi R. Tanti**  
Chairman and  
Managing Director,  
Suzlon Group

## Dear Stakeholders,

We, at the Suzlon Group, have always remained acquiescent to the ever-evolving environment and ecosystems with agility and sustainability.

The growing acceptance of the need to cut carbon emissions has made the renewable energy sector more progressive and appealing. The global renewable energy installations in FY 21 hit a record high, despite the challenges posed by the COVID-19 pandemic. The renewable energy sector, excluding the large hydro projects, witnessed massive global investments to the tune of US \$303.5 billion for low-carbon energy transition. This is one of the highest investments across industry sectors during these times.

The global renewable energy sector is at the threshold of a revolution. Moreover, today renewable energy is considered as a mainstream, clean and one of the most affordable forms of energy, which is pitched to play an ever increasing role in the overall energy portfolio. This is especially true in the post pandemic world, where there will be more focus on sustainable living and reducing emissions.

## Wind Energy – Global Outlook

Despite the COVID-19 outbreak, 93 GW of new wind energy capacity was installed in FY 21, an increase of 53% on a Year-on-Year (YOY) basis. This took the cumulative global wind energy installations to 743 GW at the end of CY 20, a jump of 14% over the previous year. Over the past decade, the wind energy market grew four fold on the back of advanced technology and higher cost efficiencies. Accounting for 86.64% of the new capacity, China, United States, Brazil, Norway, Germany, Spain, France, Turkey, India and Australia continue to be the top ten markets, contributing to a reduction of 1.1 billion tonnes of CO<sub>2</sub> emissions globally, which is equivalent to the total annual carbon emissions of the whole of South America. This remarkable growth has highlighted the role that renewables and specially wind energy is going to play in combating climate change as well as creating a carbon neutral future for the world.

Going forward, renewable energy will be the key catalyst in stimulating global economies towards post pandemic recovery. Capacity additions of renewables for CY 21 and CY 22 is expected to account for over 90% of all new power capacity added by the end of the year 2022. The Global Wind Energy Council's (GWEC's) Global Wind Report 2021 estimates that over 469 GW of new onshore and offshore wind capacity will be added in the next five years.

## Wind Energy – India Outlook

With 1.5 GW of installations in FY21, India was the second leading country in the Asia-Pacific region after China, in wind energy installations. India is today the world's fourth-largest onshore wind market in terms of wind energy installations, with 39.24 GW of wind capacity as on March 31, 2021. As per the report of the National Institute of Wind Energy, India has a total potential for 695 GW of wind energy at 120 m hub height. Wind energy today accounts for more than 10% of the overall installed power capacity in India and more than 42% of the renewable energy capacity in the country.

Having one of the largest consumption growths, India will have to play a defining role to provide affordable electricity to its citizens, while powering the economy and accelerating its renewable energy ambitions to reduce its carbon footprint. Renewable energy is the most viable solution to meet all these requirements. Being the world's third largest energy producer and third largest consumer of electricity, the energy demand in India is all set to grow by 6-7% year-on-year over the next decade. The various initiatives by Government of India like 'Make in India', 'Aatmanirbhar Bharat' and 'National Mission for Enhanced Energy Efficiency' are focussed on creating long term sustainable jobs, a low-carbon energy roadmap, promoting local manufacturing and lowering the cost of import for the nation. The wind energy market in India is aligned with the objectives of the Government of India.

However, the installations of wind power projects in India have decelerated in the last few years. A total of 1.5 GW of wind energy installations were carried out in FY 21, which is 30% less as compared to FY 20 which was a low volume year as well. Factors relating to low tariffs, grid, land availability, payment issues for renewable energy projects and the COVID-19 pandemic have all led to and amplified this decline in installations in FY 21.

Despite a challenging environment and economy, I strongly believe that the future of energy is green and that this is the decade for wind energy to power a greener tomorrow. To achieve the Government's target wind energy capacity, the challenges need to be addressed strategically. Fundamental policy reforms over the next few years, hold the key to unlocking the potential of the sector. Some encouraging work has already been initiated by the Government. An overhauling of the renewable energy ecosystem over the next five years is going to be very important and will shape-up the wind energy market in India at a holistic level.

## Suzlon – FY 21 Performance

For Suzlon, this was the first year of restarting the operations post debt restructuring. While our installations remained low, we did well on our strategic imperatives of restarting our manufacturing facilities, ensuring continuation of our OMS operations without interruptions and fulfilling our obligations of debt restructuring. I am heartened by the heroic work done by our on-field employees in the projects and service business despite the lockdowns and risks posed by the pandemic. However, exponential increase in commodity prices like those of steel have impacted our profitability. Supply chain disruptions, lockdowns and other uncertainties of the COVID-19 pandemic also impacted us in a year which was extremely critical for us to restart our operations.

Our service business teams did exceptionally well in keeping all our sites operational to generate uninterrupted power throughout the lockdown period, safeguarding our customer's assets and revenues, while providing an essential service to the nation. During the year, we reported revenues to the

tune of ₹ 3,294.65 Crore. As far as operating performance is concerned, the EBITDA (pre-forex) reported a profit of ₹ 538.74 Crore, with EBITDA margin at 16.35%. The EBIT (pre-forex) profit stood at ₹ 280.36 Crore in FY 21. We reported a net loss (before exceptional items) of ₹ 701.87 Crore in FY 21.

## Technology and Innovation – Setting the Standard

Being at the forefront, Suzlon has always stressed the importance of technology and innovation in the renewable energy sector. Subsequently, Research and Development (R&D) remains the cornerstone of our success. As wind energy product technology has evolved and reached maturity, our focus is now on innovations to reduce the Levelised Cost of Energy (LCoE) year-on-year. Suzlon continues to believe that better products and technological advancements are critical for the growth of the organization.

On the product side, we introduced our 3 MW product series which is a customisable and flexible platform



which can cater to site specific wind turbines from 2.6 MW to 3 MW with varying hub-heights of 120 m, 140 m and 160 m. This is also a landmark product series since it is an epitome of 'Make in India' and has over 90% of domestic content.

On the service side, at Suzlon Global Services Limited, we rely heavily on technology for Operations and Maintenance (O&M) of wind turbines. We understand that effective leveraging of technology is necessary for increasing the generation and life cycle of our wind turbines. During the COVID-19 outbreak, Digital Applications, IT Systems and Communication networks played a critical role in ensuring uninterrupted functioning of our services business and driving operational efficiencies, despite reduced physical presence of engineers at turbine location.

Apart from setting up a digital organization for the service business with a decentralized monitoring, reporting, maintenance and response mechanisms, Suzlon services also launched more than eight value-added products for our turbines to enhance the service quality and generation of our customers' assets.



## Suzlon CSR

The Suzlon Foundation, the corporate social development arm of Suzlon Group, continued to catalyse the social development ecosystem through its unique impact model 'SUZTAIN'.

During FY 21, Suzlon conducted over 2,638 impactful CSR activities and touched lives in 529 villages reaching over 26,00,000 villagers and 10,00,000 households. Suzlon's CSR activities focused on six key areas - Environment, Empowerment, Health, Livelihood, Education and Civic Amenities. These activities were undertaken after consulting the communities and collaborating with 84 institutions that included Government, private and corporate foundations.

## The Future is Bright

With renewable energy increasingly becoming one of the lowest cost sources of power, it holds the key to making all industry sectors more productive by reducing energy costs. As per a report by the Council on Energy, Environment and Water (CEEW), India can easily double the number of jobs through the power sector by 2030, provided it follows an ambitious decarbonization pathway. By 2050, India can actually employ more than 3.2 million people in the renewable energy sector. MSME's, which contribute around 24.63% of the GDP from service activities and make up for 33.4% of India's manufacturing output, will be the biggest beneficiary of renewable energy. Presently, the electricity cost borne by MSMEs make up to 50% of their total expenses. Switching to a clean form of energy will actually help them reduce their costs and focus on improving their competitiveness.

Apart from this, the increasing awareness of preferring e-mobility over conventional mobility will generate huge demand for electricity to power the vehicles. It is imperative that this electricity is sourced from renewables if we have to make e-mobility a key driver of a low carbon economy. I see that over this decade and the next, all e-vehicles will be powered by electricity generated by renewables. Green Ammonia and Green Hydrogen are heralded as the future of fuels. The role of renewable energy in producing green hydrogen and green ammonia is immense and holds great promise.

## Wind to Power Aatmanirbhar Bharat

With Government of India leaving no stone unturned to make the nation 'Aatmanirbhar', wind energy is poised to play a pivotal role in championing the cause.

The Indian wind industry has set-up over 45 manufacturing units with an annual capacity of approximately 10,000 MW, which is supported by nearly 4,000 SMEs producing wind turbine components across the value chain. India has the capability of developing an export economy of more than 5 GW and become a global manufacturing hub of wind turbines and O&M services. COVID-19 is a wakeup call for all of us to transform ourselves. There cannot be a better time for us to commence the journey towards making India 'Aatmanirbhar'.

In FY 22, we continue to focus on building a long term sustainable company to leverage the opportunities that the future holds in line with the expectations of our stakeholders, while creating a long-term asset for our shareholders. I am confident that our vast experience, technological prowess, and competitiveness will enable us to consolidate our market position in India.

I would like to take this opportunity to thank all our stakeholders, especially our shareholders, for their unrelenting support and trust in Suzlon over the years. The wind sector in India remains challenging and we are working on strategies to overcome these challenges. We have a critical role to play in building our nation and its future in a clean and sustainable manner. I look forward to your support and participation in our onward journey towards creating with powering a greener India and creating collective success which would not be possible without you. Let us work together towards realizing our nation's potential and building a better world for our future generations!

**Best wishes,**

**Tulsi R. Tanti**

This image was captured before the COVID-19 pandemic.



Tower manufacturing  
unit in Gandhidham,  
Gujarat, India

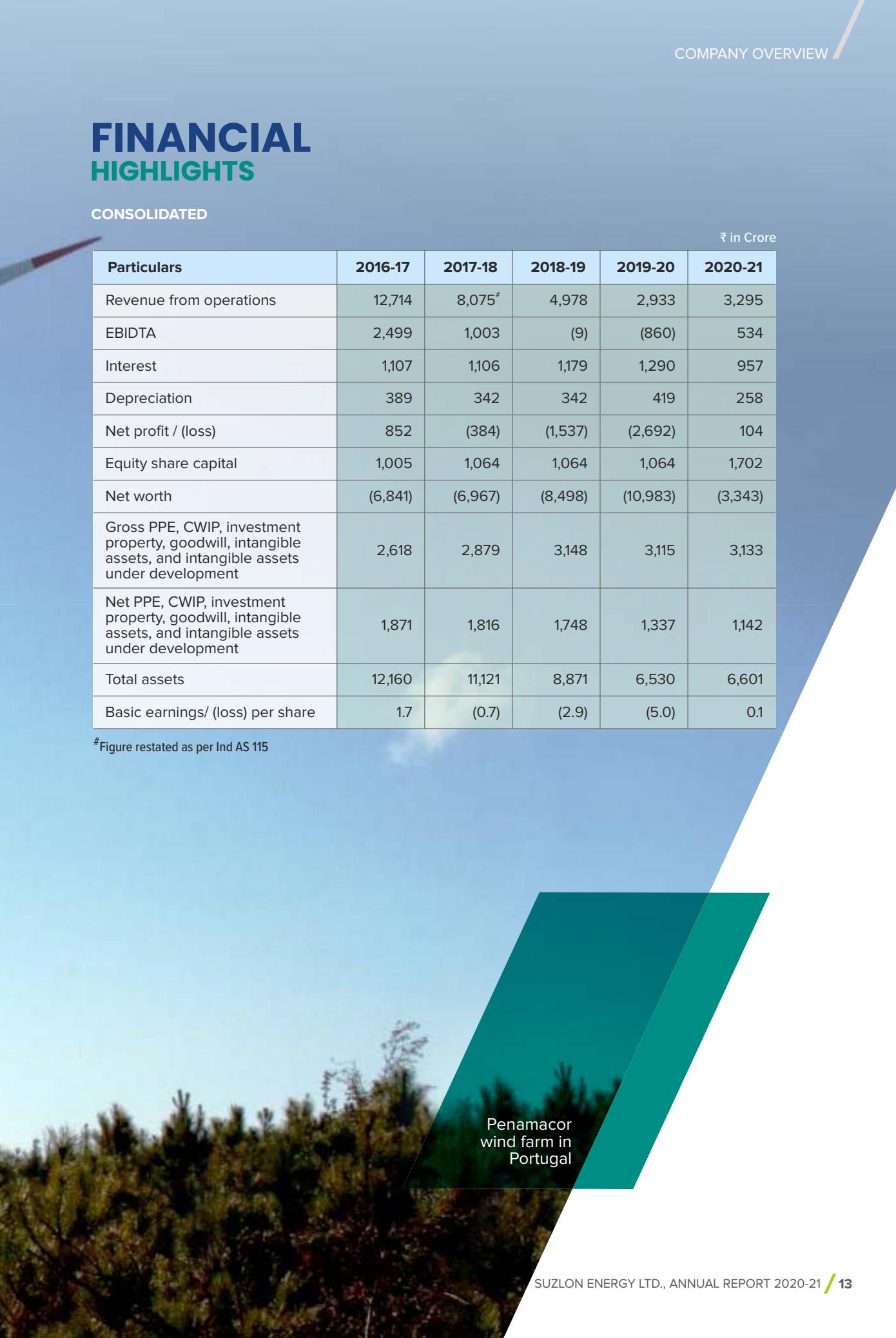


# FINANCIAL HIGHLIGHTS

## CONSOLIDATED

Particulars	2016-17	2017-18	2018-19	2019-20	2020-21
Revenue from operations	12,714	8,075 <sup>#</sup>	4,978	2,933	3,295
EBIDTA	2,499	1,003	(9)	(860)	534
Interest	1,107	1,106	1,179	1,290	957
Depreciation	389	342	342	419	258
Net profit / (loss)	852	(384)	(1,537)	(2,692)	104
Equity share capital	1,005	1,064	1,064	1,064	1,702
Net worth	(6,841)	(6,967)	(8,498)	(10,983)	(3,343)
Gross PPE, CWIP, investment property, goodwill, intangible assets, and intangible assets under development	2,618	2,879	3,148	3,115	3,133
Net PPE, CWIP, investment property, goodwill, intangible assets, and intangible assets under development	1,871	1,816	1,748	1,337	1,142
Total assets	12,160	11,121	8,871	6,530	6,601
Basic earnings/ (loss) per share	1.7	(0.7)	(2.9)	(5.0)	0.1

<sup>#</sup>Figure restated as per Ind AS 115



Penamacor wind farm in Portugal

# KEY HIGHLIGHTS

## Information Technology

At Suzlon, we keep a constant vigil on the global industry trends and the future needs of the customers. By embracing digitisation, Suzlon is able to better leverage analytics to improve operational efficiency and predictive maintenance of our customer's assets. Data and its collated analytics are the DNA of Suzlon's next-generation technology.

Suzlon was conferred with the 'Company of the Year: IT & Data Analytics (Wind)' award at the Renewable Energy Digital Week India 2020 in recognition of it's relentless efforts of digitising its services business. This award testifies Suzlon's commitment of doing business sustainably and pursuing better ways of increasing efficiency, thereby ensuring better returns for our customers.

Decades of digitization efforts in our services business were validated during the COVID-19 pandemic, empowering teams to make quick decisions, work remotely and enhance accountability. Key areas of digitization in the last year included re-engineering of maintenance work processes and building an end-to-end digital ecosystem of web-based applications, mobile apps, predictive analytics, AI-based tools, drones and Virtual Reality / Augmented Reality-based training applications.



## Quality Health Safety and Environment

We are committed to ensuring that our products and services adhere to the highest quality standards for stakeholders' delight. Suzlon's QHSE management systems provide customers with products and services that maintain the best quality standards with continual improvement and risk-based thinking.

In FY 21, some areas of excellence for QHSE have been:

- The ISO 9001:2015 re-certifications for Quality Management Systems (QMS) and ISO 14001:2015 for Environmental Management Systems (EMS), were renewed across Suzlon locations including Manufacturing, Projects, Services, Wind Resources, Power Evacuation, Design Technology offices in India, the Netherlands and Germany.
- During the year, Suzlon also completed the transition to ISO 45001: 2018 certification for Occupational Health and Safety (OH&S).
- Suzlon Group is one of the biggest organisations in India which has a DNV Certification under a single umbrella concept. A comprehensive exercise was concluded in FY 21 for continuity of certification right from origination year 1997 without any hurdles or non-compliance.



Rotor blade  
manufacturing unit  
in Bhuj, Gujarat, India

## Suzlon Energy Australia (SEA)

Suzlon Energy Australia (SEA) has been a dependable partner in supplying wind energy equipment and building wind farms in Australia for almost two decades. Suzlon Energy Australia stands behind its commitment to stand by its customers throughout the entire project lifecycle.

Committed to operational excellence, SEA is also one of the preferred wind energy service providers in Australia and continues to enjoy customer delight and trust. In FY 21, Suzlon Australia improved its turbine availability to meet industry benchmark of 97% during the COVID-19 outbreak.

Innovation, a growth mind-set and a never-say-die spirit, saw the successful return of the Hallett & Hallett Hill Wind Farms service contracts. The process of continuous improvement to meet and exceed customer expectations resulted in significant increase in safety and operational performance of our service business in Australia.



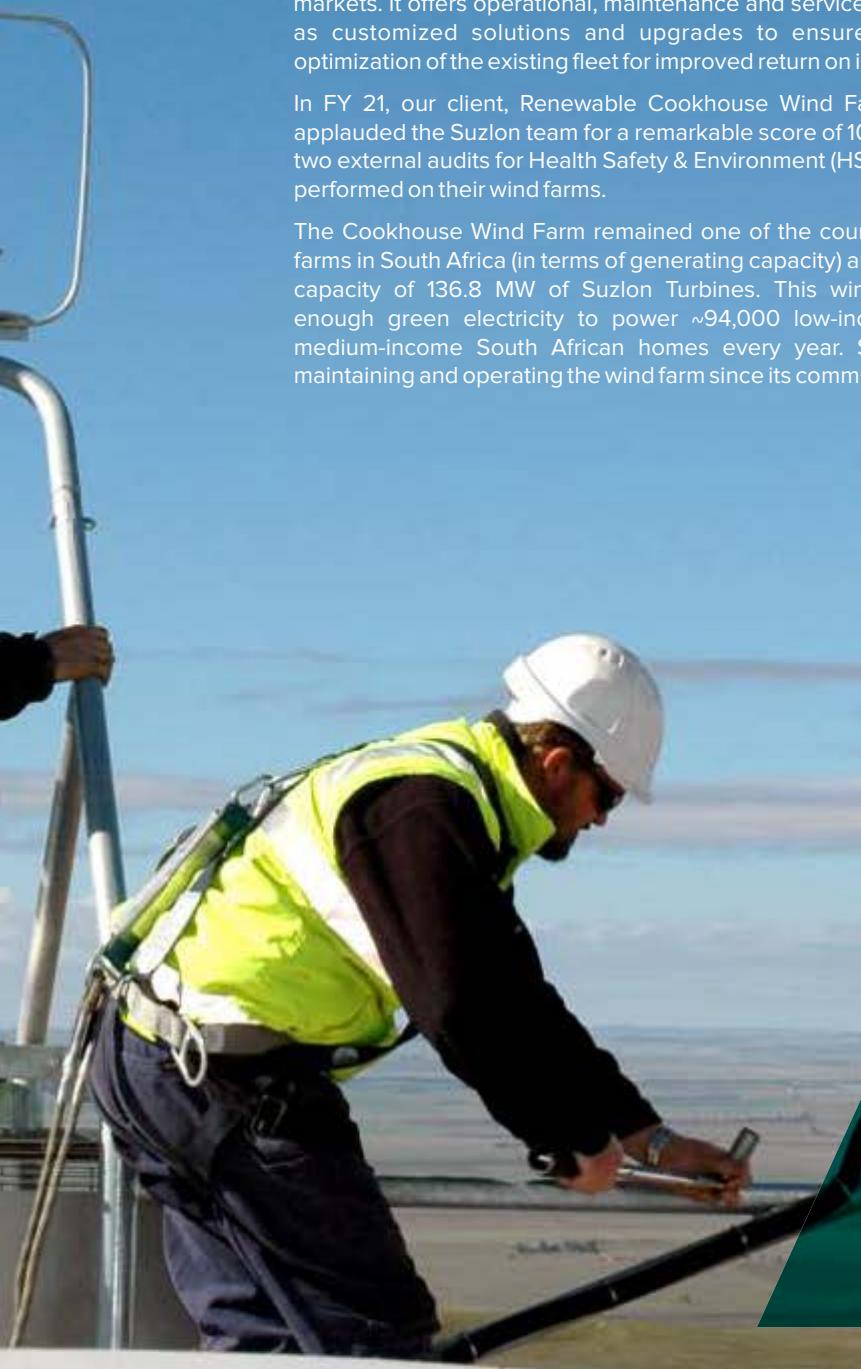
This image was captured before the COVID-19 pandemic.

## Suzlon South Africa

Suzlon has built an active business presence in the African wind energy markets. It offers operational, maintenance and service contracts, as well as customized solutions and upgrades to ensure the continuous optimization of the existing fleet for improved return on investment.

In FY 21, our client, Renewable Cookhouse Wind Farms South Africa applauded the Suzlon team for a remarkable score of 100% compliance in two external audits for Health Safety & Environment (HS&E) Management, performed on their wind farms.

The Cookhouse Wind Farm remained one of the country's largest wind farms in South Africa (in terms of generating capacity) and has an installed capacity of 136.8 MW of Suzlon Turbines. This wind farm produces enough green electricity to power ~94,000 low-income or ~43,000 medium-income South African homes every year. Suzlon, has been maintaining and operating the wind farm since its commissioning in 2014.



A photograph showing a worker in a yellow high-visibility vest and white hard hat, wearing a safety harness and belt, working on the side of a wind turbine. The worker is leaning over, focused on a task. In the background, other wind turbines stand in a field under a clear blue sky.

Snowtown  
wind farm in  
Australia

# SUZLON SERVICES

Since it's inception, Suzlon has had a clear focus on providing sustainable Operations and Maintenance Services (OMS) for the entire life cycle of its Wind Turbine Generators (WTGs). We ensure the best Return on Investment (ROI) to our customers, going beyond designing the best products or constructing the best projects. We are custodians of our customer's assets for the entire project life cycle, ensuring smooth operations and safe-guarding their revenues.

Suzlon's Global Operations and Maintenance Services (GOMS) team is the custodian of a fleet of more than 9,470 wind turbines across 17 countries in 6 continents. With more than 2 decades of experience in the industry, we have scripted OMS best practices, setting the industry benchmarks that ensure operational efficiency across any climatic zone or condition - from 50°C to -35°C.

## Highlights of FY 21

Despite the highly challenging times posed by the ongoing COVID-19 pandemic, our service teams have done a remarkable job in FY 21. We achieved a total Machine Availability (MA) of 96.86% with the states of Andhra Pradesh and Rajasthan reporting all time high MA of over 98%.

Our strict adherence to highest standards of Health, Safety & Environment (HSE) protocols ensured zero fatal incidents at our services sites and also ensured COVID-19 safe operations. While there were issues of availability of external vendors during the first and second quarter, we were able to restore record number of major breakdowns. A large number of crane-based repairs were carried out with the help of manual teams. We extended high level of COVID-19 care to all our contractual staff as well.

Welturi  
wind farm in  
Maharashtra, India

This image was captured  
before the COVID-19 pandemic.



## Protecting Customer Investment and Employee Health During COVID-19

Suzlon never compromised on the safety and health of its 3,000 employees and 2,500 contract staff. As soon as COVID-19 started tightening its grip on India, we moved all our engineers, as close as possible, to the wind turbine locations. This was done to ensure continued operational efficiency of the customer's assets. People who were critical for the smooth functioning of the turbine, stayed in the section offices at the wind farms for months.

We also made thermal screening mandatory for each and every employee. Adherence to social distancing norms, regular thermal screenings, regular sanitisation and highest levels of COVID-19 protocols were practised. Employees were mandated to wear masks at all times and wash their hands regularly. Ample and high quality PPE kits were provided to all employees and contract staff regularly. Taking a step beyond, we also kept a check on the health of the family members of our employees.

Vehicles deployed at the wind farms were frequently sanitised. All the equipment, material and stores were sanitised both before and after work. Offices, workspaces and employee accommodation were also regularly sanitised. Regular training and awareness campaigns were organised to ensure employees realise the importance of complying with COVID-19 restrictions. During the year, our team demonstrated highest level of commitment to working in a remote and distributed manner to ensure excellent fleet availability almost on par with non-COVID-19 period.

As a result, all the wind assets under Suzlon ran seamlessly with industry benchmark machine availability and generated over 1,935 Crore kWh of power during FY 21. This was enough electricity to power 4.78 million houses and prevent 18.9 million tonnes of CO<sub>2</sub> emissions.

## Leveraging Technology to Empower Teams During COVID-19

At Suzlon Global Services Limited, we understand that effective leveraging of technology is necessary for a sustainable future. During the COVID-19 outbreak, Digital Applications, IT systems and communication networks played a critical role in ensuring uninterrupted functioning of our services business and driving operational efficiencies, despite reduced physical presence of engineers at turbine locations.

Complete digital ecosystems for turbine maintenance, feeder maintenance and quality inspections powered by AI driven apps were deployed. The Supervisory Control and Data Acquisition (SCADA) data monitoring was

**Undeterred by the pandemic, Suzlon Global Services Limited continued to provide uninterrupted power to the nation 24x7. Our 165 wind farms across 9 states with 13,000 MW of wind assets, 78 substations and over 13,000 kms of HT lines/ EHV lines, continued to function optimally throughout this period.**

decentralized from the Suzlon Monitoring Centre at Pune. Robust distributed data communications backbone was set-up using Optical Fibres, Leased Lines and MPLS.

A total of 18 area monitoring Centres, across 7 states, were strengthened to ensure 24x7 distributed monitoring of wind turbines and execution of business processes like sourcing of spares from global and domestic suppliers, timely payments to more than 1,000 contractors across the country, daily generation reports and cash flow management. These area monitoring Centres were fully functional from March 19, 2020, before the first lockdown came into force.

Predictive analytics reports, wind farm performance reports, Qlikview dashboards and daily MIS on turbine alarms warnings enabled seamless reporting on operational KPIs to the field and management teams.

Most importantly, Suzlon was conferred with the 'Company of the Year: IT & Data Analytics (Wind)' award at the Renewable Energy Digital Week India 2020. This award was a recognition of Suzlon's undaunted efforts of digitising the OMS business. It testifies Suzlon's commitment of doing business sustainably and always pursuing better ways of increasing efficiency, thereby ensuring better returns for the customers.

## Customer Centricity at Suzlon OMS During COVID-19

Suzlon's Operations and Maintenance team ensured that it was business as usual for our customers. Our committed Business Development teams continuously reached out to all customers and stakeholders proactively. We regularly updated them on the digitisation of the OMS services which were pivotal for ensuring uninterrupted power generation and safe-guarding revenues. A virtual decentralised customer service network was created to help the Suzlon team pick up calls and queries and provide instant information and service to existing and prospective customers.

We take our role of custodians of our customer's wind energy assets very seriously and strive to ensure peace of mind for them. Our customers are our partners in enabling and bringing the vision of a green, sustainable India to life. We go the extra mile to meet customer expectations guaranteeing that wind energy keeps powering India sustainably for generations to come.

# MANUFACTURING HIGHLIGHTS

## Restarting Manufacturing Operations During the Peak of COVID-19

The FY 21 was the year when we had to restart our manufacturing operations, a majority of which were non-operational due to the long drawn debt restructuring process. Restarting any pan-India operations have their own challenges and when coupled with the impact of the COVID-19 pandemic, these challenges became even more pronounced. Driven by our commitment to overcome any obstacles and resume our journey towards making India a sustainably powered country, we focussed on delivering the required output from our manufacturing units to service our order-book.

We began restarting our manufacturing plants during the peak of the COVID-19 first wave. Our plants in Daman, Vadodara, Chakan, Chopadva, Coimbatore and Jaisalmer were severely impacted by the lockdowns and faced multiple crises of inadequate manpower, anxiety, disrupted supply chain, sporadic availability of raw material and an overall environment of uncertainty. Local restrictions on commutation made it difficult to get local manpower to work. Handling worker anxiety regarding their safety became a critical challenge.

Continuous work with the local authorities, adapting to changing government guidelines, complying with the law and following stringent COVID-19 and safety protocols were the highlights of the year. Regular safety trainings, abundant face masks and PPE kits, round the clock medical support, daily tool box talks, frequent dis-infection of all common areas and COVID-19 protocol guidance were made available to all employees and their families. The highest standards of employee safety and COVID-19 protocols were complied with zero tolerance to any deviation.

Given the constraints, the Suzlon manufacturing teams have done a remarkable job of restarting operations in line with our commitment to power India with Green power, ensuring seamless operations and employee safety while controlling the Cost of Goods Sold (COGS) and Operating Expenses (OPEX).

Wind turbine generator manufacturing unit in Daman (U.T.), India

## Daman Nacelle Manufacturing Plant

Large numbers of local workers were hired and trained to develop the required skills in record time to ensure that plant functioning remains unhindered by the COVID-19 challenges. We recorded zero COVID-19 cases at the plant in FY 21. Our established and integrated approach of formulating and implementing a purpose driven strategy helped us to produce and dispatch 97 units, measuring up to 203.7 MW from the Nacelle plant.

## Vadodara Transformer Manufacturing Plant

At the Vadodara plant, we struggled to maintain uninterrupted supply chain services. Developing new vendors, enhancing confidence of existing suppliers and co-developing long terms supply plans resulted in restarting the plant successfully.

With negligible COVID-19 cases, the Vadodara plant dispatched 122 transformers totalling to 256.2 MW, repaired 84 transformers and overhauled 153 transformers at various sites in Gujarat and Karnataka.

## Chakan Generators Manufacturing Plant

Pune being one of the worst affected cities by COVID-19, witnessed complete industrial lockdown. This hampered our generator plant at Chakan, leading to an increase in overhead costs. Our rigorous efforts and commitment of adhering to all COVID-19 norms allowed the local authorities to permit us to operate the plant with limited resources. Chakan manufacturing plant also applied for reduction in contract demand to reduce fixed cost in electricity bill from 1700 kVA to 400 kVA resulting into savings of ₹18 Lacs.



With zero COVID-19 cases reported at the plant, we manufactured a total of 94 generators leading to 197.4 MW, dispatched 111 generators leading to 233.1 MW and repaired 164 generators.

### **Chopadva Kutch Tower Manufacturing Plant**

The Kutch plant faced challenges in securing resources and services like spares, consumables and transportation. We were able to secure special

approvals from local authorities to ensure that supply remains unaffected. Our efforts resulted in very few COVID-19 cases while manufacturing 101 tubular towers totalling to 212.10 MW and dispatched 138 tubular towers of 289.8 MW.

### **Coimbatore SEZ Generator and Panel Manufacturing Plant**

Supply chain issues like getting clearances from the port and restrictions on handling imported cargo was



### **Jaisalmer Rotor Blade Manufacturing Plant**

With some employees testing positive for COVID-19, we had the critical task of recovery of the infected employees as well as containing the spread to other workers. Adequate quarantine facilities were arranged for staff who tested COVID-19 positive. Suzlon company doctors regularly examined and consulted all the patients during their quarantine period. Complying with strict regulatory requirements during lockdown was also an operational challenge. Key projects during this period were undertaken to ensure that we could renew the Consent to Operate (CTO) Certificate and review the legal requirements for Plan-Do-Check-Act (PDCA) – 13 Audits which are crucial for smooth operations.

A major achievement was we were able to get the ISO 9001 Certification for Quality Management System (QMS) Organizations for demonstrating the ability to consistently provide products and services that meet customer and regulatory requirements, even during the pandemic.

**The manufacturing of the next generation of blades, the SB65 Carbon blade, was successfully initiated during such trying times. Presently, the production of the 18th SB65 blade is in progress.**

the major challenge at the Coimbatore plant. The main issue was clearances and safe handling of the cargo. In alignment with the local authorities, we ensured timely clearance and a 48 hour minimum quarantine for all cargo. With zero compromise on staff safety while handling cargo inside premises, we arranged for continuous supply of hot water, installed adequate number of steam inhalers for developing immunity and conducted yoga camps. The annual production of this plant stood at 255 MW for FY 21.



# DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors present the Twenty Sixth Annual Report of your Company together with the audited standalone and consolidated Ind AS financial statements for the financial year ended March 31, 2021.

## 1. Financial results

The audited standalone and consolidated Ind AS financial results for the financial year ended March 31, 2021 are as under:

Particulars	Standalone		Consolidated		₹ Crore
	2020-21	2019-20	2020-21	2019-20	
Revenue from operations	1,169.14	300.29	3,294.65	2,933.20	
Other operating income	78.17	75.66	51.07	39.65	
Earnings before interest, tax, depreciation and amortization (EBITDA)	(100.17)	(897.39)	534.28	(859.73)	
Less: Depreciation and amortisation expense (including impairment losses)	186.50	682.15	258.38	418.61	
Earnings before interest and tax (EBIT)	(286.67)	(1,579.54)	275.90	(1,278.34)	
Add: Finance income	69.75	236.18	19.87	27.57	
Less: Finance costs	983.07	1,140.57	996.26	1,367.29	
Loss before tax before exceptional items	(1,199.99)	(2,483.93)	(700.49)	(2,618.06)	
Less: Exceptional items	(801.59)	792.05	(805.46)	65.89	
Profit/ (loss) before tax	(398.40)	(3,275.98)	104.97	(2,683.95)	
Less: Tax expense	-	0.65	4.63	7.44	
Profit/ (loss) after tax	(398.40)	(3,276.63)	100.34	(2,691.39)	
Share of profit / (loss) of associates and jointly controlled entities	N.A.	N.A.	3.25	(0.45)	
Net profit/ (loss) for the year	(398.40)	(3,276.63)	103.59	(2,691.84)	
Other comprehensive income/ (loss), net of tax	(0.11)	5.11	31.24	140.69	
Total comprehensive income/ (loss), net of tax	(398.51)	(3,271.52)	134.83	(2,551.15)	

## 2. Company's performance

**On a standalone basis**, the Company achieved revenue from operations of ₹ 1,169.14 Crore and EBIT of ₹ (286.67) Crore as against ₹ 300.29 Crore and ₹ (1,579.54) Crore respectively in the previous year. Net loss for the year under review is ₹ 398.40 Crore as compared to ₹ 3,276.63 Crore in the previous year.

**On consolidated basis**, the Group achieved revenue from operations of ₹ 3,294.65 Crore and EBIT of ₹ 275.90 Crore as against ₹ 2,933.20 Crore and ₹ (1,278.34) Crore respectively in the previous year. Net profit/ (loss) for the year under review is ₹ 103.59 Crore as compared to ₹ (2,691.84) Crore in the previous year.

## 3. Appropriations

- a. **Dividend** – In view of accumulated losses, the Board of Directors has not recommended any dividend on equity shares for the year under review. 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 is available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)).
- b. **Transfer to reserves** – During the year under review, the Company was not required to transfer any amount to any reserves.

## 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 year under review and up to the date of this Report, the following material events took place:

- a. **Implementation of Debt Resolution Plan** – The Company and its certain specified subsidiaries, namely, Suzlon Global Services Limited ("SGSL"), Suzlon Power Infrastructure Limited ("SPIL"), Suzlon Gujarat Wind Park Limited ("SGWPL") and Suzlon Generators Limited ("SGL") (hereinafter collectively referred to as the "STG") had proposed a debt resolution plan to the lenders for restructuring of the debt of the STG ("Resolution Plan") under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019 (the "RBI Circular"). On March 27, 2020, the Resolution Plan was approved by 100% of the consortium lenders subject to certain conditions precedent. Subsequently, on June 5, 2020, the STG has entered into Framework Restructuring Agreement ("FRA") to give effect to the Resolution Plan. On June 30, 2020, the Resolution Plan was implemented upon completion of compliance of all the conditions precedent to the satisfaction of the consortium lenders and the Resolution Plan is effective from June 30, 2020 ("Effective Date"). The details of securities allotted in terms of the Resolution Plan have been provided below under "Capital and debt structure".
- b. **Restructuring of FCCBs** – The Company was unable to make the last payment of interest and redeem the outstanding principal amount worth USD 172,002,000 under the USD 546,916,000 Step-up Convertible Bonds due 2019 in July 2019 ("FCCBs"). Accordingly, in terms of the approval of the Board of Directors, shareholders, bondholders and Reserve Bank of India, the Company has restructured the outstanding FCCBs by providing two options to the Bondholders (i) to accept equity shares in lieu of existing bonds at a revised

conversion price of ₹ 6.77 (Option A – Mandatory Conversion) or (ii) to accept new bonds in lieu of their existing bonds (Option B – Bond Exchange). During the year under review, the outstanding FCCBs have been restructured. The details of restructuring have been provided below under “Capital and debt structure”.

- c. **Mergers / demergers / amalgamation / restructuring** – During the year under review and up to the date of this Report, the Company has initiated process for the following:-

- i. Merger by absorption of Suzlon Power Infrastructure Limited (“SPIL”), a wholly owned subsidiary of the Company, with Suzlon Global Services Limited (“SGSL”), also a wholly owned subsidiary of the Company. Pursuant to this scheme, the Business Undertaking of SPIL will be merged in to SGSL from the appointed date, subject to approval from National Company Law Tribunal, Ahmedabad Bench and Chennai Bench;
- ii. Demerger by Transfer and vesting of Project Execution Business and Power Evacuation Business of Suzlon Gujarat Wind Park Limited (“SGWPL”), a step down wholly owned subsidiary of the Company, in to SGSL. Post demerger, SGWPL will continue undertaking its Land Development Business and Power Generation Business, subject to approval from National Company Law Tribunal, Ahmedabad Bench;
- iii. Suzlon Wind Energy Corporation, USA (SWEPCO), a step down subsidiary of the Company filed for voluntary liquidation in the United States Bankruptcy Court of the Northern District of Illinois, Eastern Division under Chapter 7 of the United States Bankruptcy Code and Federal Rules of Bankruptcy Procedure of the USA on June 29, 2021. The board of SWEPCO took this decision in wake of continued financial stress sustained by its operations during the pandemic;
- iv. Divestment of the Company’s 75% stake in Suzlon Generators Limited, a subsidiary of the Company, to Voith Turbo Private Limited or its associates, subject to customary due diligence, necessary approvals and execution of definitive documents.

## 5. Capital and debt structure

- a. **Authorised share capital** – During the year under review, the authorised share capital of the Company has been increased from ₹ 2,498.00 Crore divided into 1249,00,00,000 equity shares of ₹ 2/- each to ₹ 9,200.00 Crore divided into 4600,00,00,000 equity shares of ₹ 2/- each by creation of additional 3,351.00 Crore equity shares of ₹ 2/- each in the authorised share capital of the Company in terms of the resolution dated May 18, 2020 passed by the shareholders of the Company by way of postal ballot conducted vide Postal Ballot Notice dated April 18, 2020 and the results of which were declared on May 19, 2020.

As on date of this Report, the authorised share capital of the Company is ₹ 9,200.00 Crore divided into 4600,00,00,000 equity shares of ₹ 2/- each.

- b. **Paid-up share capital** – During the year under review, the Company has allotted the following securities:

- i. Preferential allotment of equity shares and compulsorily convertible debentures (“CCDs”) of the Company to certain persons / entities (including Promoters) under Chapter V of the ICDR Regulations:

Date of allotment	Details of securities allotted	Other terms	Remarks
June 27, 2020	139,65,79,500 fully paid up equity shares having a face value of ₹ 2/- each for cash at an issue price of ₹ 2.45 per equity share aggregating to ₹ 342.16 Crore	-	Out of total equity shares allotted, 40,80,77,000 equity shares have been allotted to one of the Promoter Group entities
June 27, 2020	4,998 fully paid up CCDs having a face value of ₹ 1,00,000/- each for cash at par aggregating to ₹ 49.98 Crore.	<ul style="list-style-type: none"> <li>• Nature – Unsecured, Unlisted, Unrated, Compulsorily Convertible</li> <li>• Interest – The CCDs shall carry Nil interest.</li> <li>• Convertibility option – At the option of CCD holders, each CCD shall be convertible into 40,816 equity shares at a conversion price of ₹ 2.45 on or before December 26, 2021.</li> </ul>	-

- ii. Preferential allotment of equity shares, optionally convertible debentures (OCDs) and convertible warrants of the Company to the lenders in terms of the Resolution Plan in part conversion of their existing debt:

Date of allotment	Details of securities allotted	Other terms
June 27, 2020	99,71,76,872 fully paid up equity shares of ₹ 2/- each aggregating to ₹ 16/- i.e. at an aggregate consideration of ₹ 1/- per lender for 16 lenders	-
June 27, 2020	4,10,000 fully paid up 0.01% OCDs of ₹ 1,00,000/- each aggregating to ₹ 4,100.00 Crore	<ul style="list-style-type: none"> <li>• Nature – Secured, Unlisted, Unrated, Optionally Convertible Redeemable</li> <li>• Interest – 0.01% p.a. payable annually</li> <li>• Redemption – As per terms of OCDs.</li> <li>• Convertibility option – In case of default in redemption of OCDs pursuant to its terms, the OCD holders shall have the option to convert the defaulted redemption amount into equity shares of the Company and / or in case of default in servicing OCDs, the OCD holders shall have an option to convert OCDs into equity shares of the Company.</li> <li>• Conversion Price of the OCDs shall be determined at the time of conversion as per applicable laws. The initial tenor of the OCDs is up to 10 years from the date of allotment, i.e. June 26, 2030.</li> </ul>

Date of allotment	Details of securities allotted	Other terms
June 27, 2020	49,85,88,439 fully paid up Warrants of ₹ 2/- each aggregating to ₹ 16/- i.e. at an aggregate consideration of ₹ 1/- per lender for 16 lenders.	<ul style="list-style-type: none"> <li>Nature – Unsecured, Unlisted, Unrated, Convertible</li> <li>Convertibility option – In case Part A Facilities under the Debt Resolution Plan are not classified as “Standard” as per the IRAC norms by March 31, 2022, then each Warrant shall be converted into 1 equity share of a face value of ₹ 2/- each of the Company, aggregating to 49,85,88,439 equity shares of the Company. In case Part A Facilities are upgraded as Standard, on or before March 31, 2022, then all the Warrants shall expire.</li> </ul>

iii. Allotment pursuant to restructuring of outstanding FCCBs:

Date of allotment	Details of securities allotted	Remarks
July 14, 2020	51,19,92,560 equity shares of ₹ 2/- each allotted pursuant to conversion of 57,554 USD 546,916,000 Step-up Convertible Bonds due 2019 of USD 1,000 each at a revised conversion price of ₹ 6.77	Allotment of equity shares pursuant to Mandatory Conversion of FCCBs to bondholders who elected Option A (Mandatory Conversion).
August 17, 2020	1,12,285 Restructured Bonds having a face value of USD 320 in exchange of Existing Bonds of USD 1,000 each	Allotment of Restructured Bonds to bondholders who elected Option B (Bond Exchange).
October 12, 2020	7,85,88,145 equity shares of ₹ 2/- each at a conversion price of ₹ 2.61	Allotment pursuant to conversion of 8,564 Bonds of USD 320 each
November 20, 2020	3,18,79,403 equity shares of ₹ 2/- each at a conversion price of ₹ 2.61	Allotment pursuant to conversion of 3,474 Bonds of USD 320 each
December 30, 2020	2,86,76,781 equity shares of ₹ 2/- each at a conversion price of ₹ 2.61	Allotment pursuant to conversion of 3,125 Bonds of USD 320 each
February 1, 2021	8,46,17,151 equity shares of ₹ 2/- each at a conversion price of ₹ 2.61	Allotment pursuant to conversion of 9,221 Bonds of USD 320 each
March 11, 2021	5,87,28,240 equity shares of ₹ 2/- each at a conversion price of ₹ 2.61.	Allotment pursuant to conversion of 6,313 Bonds of USD 320 each (worth USD 2,047,937 after capitalising interest).

The paid-up share capital of the Company as on March 31, 2021 is ₹ 1,701.60 Crore divided into 850,80,12,773 equity shares of ₹ 2/- each.

Post March 31, 2021 and up to the date of this Report, the Company has made the following allotment(s):

Date of allotment	Details of securities allotted	Remarks
April 16, 2021	31,26,00,232 equity shares of ₹ 2/- each at a conversion price of ₹ 2.61	Allotment pursuant to conversion of 33,603 Bonds of USD 320 each (worth USD 10,900,813 after capitalising interest).
May 20, 2021	2,36,47,562 equity shares of ₹ 2/- each at a conversion price of ₹ 2.61.	Allotment pursuant to conversion of 2,542 Bonds of USD 320 each (worth USD 8,24,624 after capitalising interest).

Accordingly, the paid-up share capital of the Company as on date of this Report is ₹ 1,768.85 Crore divided into 884,42,60,567 equity shares of ₹ 2/- each.

c. **Foreign Currency Convertible Bonds (“FCCBs”)** – During the year under review, the Company has restructured its outstanding FCCBs as under:

Particulars	No. of Bonds
i. USD 546,916,000 Step-up Convertible Bonds due 2019 (USD 1,000 each)	172,002
ii. Mandatory Conversion of USD 546,916,000 Step-up Convertible Bonds due 2019 (USD 1,000 each) into equity shares at revised conversion price of ₹ 6.77 per share (Option A)	59,717
• Bonds which have already been converted into equity shares on July 14, 2020 in terms of Mandatory Conversion Notice issued by the Company	57,554
• Bonds for which conversion instructions are awaited from the Bondholders	2,163
iii. Bond Exchange - USD 546,916,000 Step-up Convertible Bonds due 2019 (USD 1,000 each) which have been exchanged with US\$ denominated Convertible Bonds due 2032 having reduced face value of USD 320 on August 17, 2020 (Option B)	1,12,285

During the year under review, 51,19,92,560 equity shares of ₹ 2/- each have been allotted to the Bondholders pursuant to conversion of

57,554 USD 546,916,000 Step-up Convertible Bonds due 2019 and 28,24,89,720 equity shares of ₹ 2/- each have been allotted to the Bondholders pursuant to conversion of 30,697 US\$ denominated Convertible Bonds due 2032.

Post March 31, 2021 and up to the date of this Report, 33,62,47,794 equity shares have been allotted to the Bondholders pursuant to conversion of 36,145 US\$ denominated Convertible Bonds due 2032.

The details of outstanding FCCBs as on March 31, 2021 and as on date of this Report are as under:

Series	Outstanding amount (USD)		Exchange rate (₹)	Convertible on or before	Conversion price (₹)
	As on March 31, 2021	As on the date of this Report			
USD 546,916,000 step-up convertible bonds due 2019	21,63,000	21,63,000	60.2250	July 09, 2019*	6.77
US\$ denominated Convertible Bonds due 2032	2,64,67,147.40**	1,47,41,710.40**	74.8464	August 17, 2032	2.61

# As per the terms of restructuring of Bonds, the Bondholders who have failed to claim Option A shares shall have up to twelve months from the Share Completion Date i.e. August 17, 2020 to claim Option A shares.

\*\* As per the terms of issuance of the Bonds, the interest on the Bonds at the rate of 2.75% per annum accrued from date of allotment and payable on half yearly basis is required to be capitalised and added to the outstanding principal amount of the Bonds and accordingly interest @ 2.75% per annum accrued for the period from August 17, 2020 (date of allotment) to February 16, 2021 has been added to the outstanding amount of US\$ denominated Convertible Bonds due 2032.

#### 6. Annual return in terms of Section 92(3) of the Companies Act, 2013

The annual return in Form No.MGT-7 for the financial year 2019-20 is available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)). The due date for filing annual return for the financial year 2020-21 is within a period of sixty days from the date of annual general meeting. Accordingly, the Company shall file the same with the Ministry of Corporate Affairs within prescribed time and a copy of the same shall be made available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)) as is required in terms of Section 92(3) of the Companies Act, 2013.

#### 7. Number of board meetings held

The details pertaining to number and dates of board meetings held during the 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. Per Hornung Pedersen, Mr. Sameer Shah, Mrs. Seemantinee Khot and Mr. Gautam Doshi, 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 year under review.

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

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 website of the Company ([www.suzlon.com](http://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 –

- i. In respect of Note 6 of the standalone financial statements and the consolidated financial statements regarding use of going concern assumption for the preparation of Ind AS financial statements due to existence of default in repayment of principal and

interest payable to lenders (including FCCB), notices and insolvency proceedings against the Company with the National Company Law Tribunal (NCLT), and overdue amounts payable to certain creditors due to liquidity issues -

It is clarified that subsequent to balance sheet date, the debt amounting to ₹ 11,367 Crore has been restructured with the unanimous approval of the lenders which includes waiver of all the past events of default under the existing agreements and conversion of debt into new term loan and various other financial instruments as described in more detail in Note 20 to the Ind AS financial statements. Further, the FCCB holders also have agreed to restructure the bonds on the terms as agreed under the Consent Solicitation Information Memorandum ("IM"). 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.

- ii. In respect of Note 2.5 of the standalone financial statements and Note 2.6 of the consolidated financial statements regarding COVID 19 pandemic and its implications on the management's assessment of the Company's ability to generate sufficient cash flows to meet its financial obligations in the foreseeable future under such undetermined circumstances.

It is clarified that the Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property plant and equipment, intangible assets, inventories, receivables, investments, other assets and liabilities. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic and impact of the same on future performance, the Company has used available information from internal and external sources to assess the impact of COVID-19 on the standalone and consolidated financial statements. However, given the undetermined circumstances due to the pandemic the actual outcome may differ from what has been estimated. The Company will continue to monitor the future developments and update its assessment.

- iii. 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. Chirag Shah, Partner, M/s. Chirag Shah and Associates, Company Secretaries (Membership No.5545 and C.P.No.3498), has been appointed as the secretarial auditor to conduct the secretarial audit for the financial year 2020-21. 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** – None.

- 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 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 2020-21. The due date of submitting the cost audit report by the cost auditor to the Company for the financial year 2020-21 is within a period of one hundred eighty days from the end of the financial year. 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 2019-20 dated September 28, 2020 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 28, 2020.

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. 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 2021-22 at a remuneration of ₹ 5,00,000/-, 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 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, if any, in terms of Section 186 of the Companies Act, 2013 for the 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 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 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 the website of the Company ([www.suzlon.com](http://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 a 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 website of the Company ([www.suzlon.com](http://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 up to the date of this Report**

- a. **Re-appointment of directors retiring by rotation** – Mr. Girish R.Tanti (DIN: 00002603), the Non-Executive Director, and Mr. Tulsi R.Tanti (DIN: 00002283), the Chairman & Managing Director, retire by rotation at the ensuing annual general meeting and being eligible offer themselves for re-appointment.
- b. **Appointment / resignation of non-executive non-independent director** – Mr. Rakesh Sharma (DIN: 06695734) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from December 19, 2019 and Mr. Hiten Timbadia (DIN: 00210210), who was appointed as an Additional Director of the Company with effect from August 29, 2020, were appointed as Directors in terms of ordinary resolution passed by the shareholders at the twenty fifth annual general meeting held on September 25, 2020.
- c. **Appointment / resignation of independent director** – During the year under review, the following Independent Directors were appointed in terms of ordinary / special resolution, as the case may be, passed by the shareholders at the twenty fifth annual general meeting held on September 25, 2020:
  - i. Mr. Sameer Shah (DIN: 08702339) was appointed as an “Independent Director” of the Company for a period of five years w.e.f. February 27, 2020 till February 26, 2025;
  - ii. Mrs. Seemantinee Khot (DIN: 07026548) was appointed as an “Independent Director” of the Company for a period of five years w.e.f. March 16, 2020 till March 15, 2025;
  - iii. Mr. Gautam Doshi (DIN: 00004612) was appointed as an “Independent Director” for a term of three years w.e.f. May 4, 2020 till May 3, 2023; and
  - iv. Mr. Per Hornung Pedersen was appointed as an “Independent Director” of the Company for a second term of five years i.e. for the period from September 28, 2020 till September 27, 2025.

During the year under review and up to the date of this Report, none of the Independent Directors have resigned from directorship of the Company.

- d. **Appointment / resignation of key managerial personnel** – During the year under review and up to the date of this Report, following changes took place in key managerial personnel of the Company:
  - i. Mr. J.P.Chalasani resigned as the Group Chief Executive Officer of the Company w.e.f July 07, 2020;
  - ii. Mr. Ashwani Kumar was appointed as the Group Chief Executive Officer of the Company w.e.f. October 19, 2020;
  - iii. Mr. Swapnil Jain resigned as the Chief Financial Officer of the Company w.e.f. June 01, 2021; and
  - iv. Mr. Himanshu Mody has been appointed as the Group Chief Financial Officer of the Company at the meeting of the Board of Directors of the Company held on May 29, 2021, w.e.f. August 01, 2021.
- e. **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, 2021, the Company has 41 subsidiaries, 1 joint venture and 5 associate companies in terms of the Companies Act, 2013, a list of which is given in Form No.AOC-1 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 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:** None
- b. **Change of name of subsidiaries during the financial year under review:** None
- c. **Companies which ceased to be subsidiaries/joint ventures during the financial year under review:** None
- 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 website of the Company ([www.suzlon.com](http://www.suzlon.com)).

- e. **Secretarial audit report of material subsidiaries**

In terms of Regulation 24A of the Listing Regulations, the secretarial audit report of the unlisted material subsidiaries given by the practicing company secretary in Form No.MR-3 has been provided in an annexure which forms part of the Directors Report.

**20. Significant and material orders passed by the regulators**

During the 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.

**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 whistleblower 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 whistleblower policy is available on the website of the Company ([www.suzlon.com](http://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 corporate office or 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 year under review, the Managing Director or the Wholetime Director did not receive any commission / remuneration from any subsidiary of the Company.

### **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 in past introduced ESOP for its employees and employees of its subsidiaries. As on March 31, 2021 and as on date of this Report, there are no employee stock option plans / schemes in force.

## **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, in terms of Regulation 34, 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 as required to be given in terms of Para C of Schedule V, of the Listing Regulations 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 year under review, the Company was not required to transfer any unpaid or unclaimed dividend to the investor education and protection fund ("IEPF") set up by the Government of India.

In terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2019 (the "IEPF Rules"), Mrs. Geetanjali S.Vaidya, the Company Secretary and Compliance Officer of the Company, has been designated as Nodal Officer of the Company for the purpose of IEPF Rules.

## **28. Other disclosures**

### **a. Details of deposits in terms of Rule 8(5) of the Companies (Accounts) Rules, 2014 -** During the 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 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 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 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 year under review, there has been no case reported in this regard.
- g. **Disclosures pertaining to compliance with Secretarial Standards** – During the year under review, the Company has complied with the 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.

For and on behalf of the Board of Directors

Place : Pune  
Date : June 29, 2021

Tulsi R.Tanti  
Chairman & Managing Director  
DIN : 00002283

**Annexure to Directors' Report**

**Form No. AOC-2 for the financial year 2020-21**

[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 : June 29, 2021

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	Impact
1.	Replacement of 250 Watt MHL Lights with LED of 120, 150, 160 & 90 watt in phased manner at Gandhidham Plant of SEL. Total 57 LED lights retrofitted.	Reduced per day (11 hrs. night) unit consumption by 71.08 units for 57 new LED lights in fourth phase resulted savings of ₹ 16,572/- per month
2.	At Gandhidham Plant, utilized the PGVCL power efficiently by maintaining the power factor up to --- 0.99 lag	Got rebate from PGVCL of ₹ 1,17,000/-

The measures undertaken by the Company has resulted in optimisation of energy consumption, savings in energy cost and environment protection.

**ii. Steps taken by the Company for utilizing 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.

The Company has installed wind turbine generators at Khiri Site in Gujarat State. The total units generated during the financial year are 21,93,545 of which 3,90,020 units are utilized as alternate source of energy by Bhuj Plant of the Company.

**iii. Capital investment on energy conservation equipment during the financial year 2020-21 – ₹ 0.05 Crore (previous year: ₹ 0.23 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.
- The development of new feature and controls for existing products and transfers into the running fleet will improve reliability, reduce downtime and increase performance.

**ii. In case of imported technology (imported during the last 3 (three) years reckoned from the beginning of the financial year):**

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

**iii. 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.
- The development work on the new products especially the 3 MW platform is on going and the prototypes are currently being tested with the rotor now upgraded to 133m diameter. This can lead in further reduction of levelised cost of energy making previously unviable sites viable.
- Technology development in the field of controls has led to building of a world-class product (S120) on the 2.1 MW platform made specifically for low wind sites and having varied hub-height options that has helped in unlocking the potential of previously unviable sites.
- Globally, the Suzlon 2.1 MW fleet continues to operate at and above 97% in some of hottest and coldest environments on the globe.

- The creating of specific feature and controls as value added products for the running fleet will increase reliability and performance.

**iv. Expenditure on R & D:**

Sr. No.	Particulars	₹ Crore	2020-21	2019-20
a.	Capital (including CWIP)		49.62	87.86
b.	Recurring		13.66	54.89
c.	Total		63.28	142.75
d.	Total R & D expenditure as a % of total turnover		5.41%	47.54%

**C. Foreign exchange earnings and outgo**

Total foreign exchange used and earned is given as under:

Sr. No.	Particulars	₹ Crore	2020-21	2019-20
a.	Total foreign exchange earned		14.22	27.12
b.	Total foreign exchange used		328.28	126.04

For and on behalf of the Board of Directors

Place : Pune  
Date : June 29, 2021

Tulsi R.Tanti  
Chairman & Managing Director  
DIN : 00002283

## Annexure to Directors' Report

## Annual report on CSR activities for the financial year 2020-21

## 1. Brief outline on CSR Policy of the Company:

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 website of the Company ([www.suzlon.com](http://www.suzlon.com)).

During the financial year 2020-21, Suzlon Foundation, the implementing arm of Suzlon's CSR, continued to catalyse the social development ecosystem through its unique impact model 'SUZTAIN'. Suzlon Foundation, with its philosophy of creating 'Sustainable Development for Sustainable Economy,' ensures that Suzlon Group integrates sustainability into its core business strategy. 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.

Powering a greener tomorrow for Suzlon, therefore involves responsible management of its financial, natural, social, human, and physical capitals. Suzlon focuses on creating sustainable value by benefiting the planet and society while enhancing its market performance. This approach of conducting responsible business has resulted in cost saving, improved stakeholder relationships, and bettered risk management. Through its CSR and Sustainability strategy, Suzlon is committed to achieving the UN- Sustainable Development Goals (SDGs), UN Global Compact Principles, and National Voluntary Guidelines (NVGs) since 2008. Suzlon with its measurable, impactful and self-sustaining CSR activities aims at supporting rural and underprivileged communities to become self-reliant. The SUZTAIN CSR model evolved from a provider-beneficiary to a partnership approach. It considers all the key stakeholders to plan, implement, monitor and support village level sustainable development interventions.

**Suzlon CSR model – 'SUZTAIN'** is a 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 as and when resources are available. These include the following initiatives towards achieving:

- **Zero Garbage** – Managing plastic and wet waste responsibly and sustainably;
- **Zero Sparrow Deaths** – Creating bird nests, feeders and water troughs;
- **Zero Waste** – Recyclable waste materials into innovative rural use products;
- **Zero Darkness** – Lighting up un-electrified households and hamlets;
- **Zero Malnutrition** – Reducing malnutrition deaths of under-fives with Vitamin A and de-worming tablets;
- **Zero Drought** – Trees plantation and Water conservation enhancing ground water table;
- **Zero COVID** – Supporting with devices and materials to prevent COVID infection.

**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 Civic Amenities, Education, Environment, Health, Livelihood and Empowerment.

## 2. Composition of CSR Committee:

Sr. No.	Name of Director and nature of directorship	Chairman / Member	Meetings of CSR Committee held during the year	Meetings of CSR Committee attended during the year
1.	Mr. Tulsi R.Tanti, Chairman & Managing Director	Chairman	1	1
2.	Mr. Girish R.Tanti, Non-executive Director	Member	1	1
3.	Mr. Per Hornung Pedersen, Independent Director	Member	1	1

3. **Provide the web-link where composition of CSR committee, CSR policy and CSR projects approved by the board are disclosed on the website of the company:** The details of composition of CSR committee, CSR policy and CSR projects approved by the Board are available / shall be made available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)).
4. **Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):** Not Applicable.
5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** Not Applicable.

- 6. Average net profit of the Company as per section 135(5):** Not Applicable since the average net profit for the last three financial years (preceding the financial year under review) is negative.

**7. CSR obligation**

Sr. No.	Particulars	Remarks
a.	Two per cent of average net profit of the company as per section 135(5)	N.A.
b.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	N.A.
c.	Amount required to be set off for the financial year	N.A.
d.	Total CSR obligation for the financial year (7a+7b-7c)	N.A.

Note: The average net profit for the last three financial years (preceding the financial year under review) is negative hence there is no mandatory obligation to spend on CSR, however the Company has voluntarily spent on CSR activities, the details of which have been provided in Point no.8(c) below.

**8. CSR spending for current year**

- a. **CSR amount spent or unspent for the financial year:** There is no mandatory obligation to spend on CSR, however the Company has voluntarily spent on CSR activities, the details of which have been provided in point 8 (c) below.
- b. **Details of CSR amount spent against on-going projects for the financial year:** Not Applicable for the year under review.
- c. **Details of CSR amount spent against other than on-going projects for the financial year:**

(₹ Crore)

Sr. No.	Name of the project or activity identified	Sector in which the Project is covered / Item from the list of activities in schedule VII to the Act	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 up to the reporting period (₹)	Mode of implementation – directly or through implementing agency (Name & CSR registration number)
					Direct expenditure on projects or programs	Overheads		
1	SUZTAIN- Sustainable need based village development in Andhra Pradesh villages	Civic amenities	Anantapur, Anantapuramu	0.169	0.130	0.039	0.169	Suzlon Foundation (CSR Reg. No.CSR00003382)
		Environment		0.026	0.020	0.006	0.026	
		Health		0.003	0.002	0.001	0.003	
		Livelihood		0.027	0.021	0.006	0.027	
<b>Total – 1</b>				<b>0.225</b>	<b>0.173</b>	<b>0.052</b>	<b>0.225</b>	
2	SUZTAIN- Sustainable need based village development in Gujarat villages	Civic amenities	Devbhumi Dwarka, Jamnagar, Kutch, Surendranagar Baroda, Barwada, Porbandar, Kalyanpur, Okhamandal, Maliya Miyana, Dhol, Jasdan, Jamkandona, Chotila, Mahuva, Kunad	0.031	0.024	0.007	0.031	Suzlon Foundation (CSR Reg. No.CSR00003382)
		Education		0.012	0.010	0.002	0.012	
		Environment		0.017	0.013	0.004	0.017	
		Health		0.002	0.001	0.001	0.002	
		Livelihood		0.020	0.015	0.005	0.020	
<b>Total – 2</b>				<b>0.082</b>	<b>0.063</b>	<b>0.019</b>	<b>0.082</b>	
3	SUZTAIN- Sustainable need based village development in Karnataka villages	Civic amenities	Chitradurga, Bellary, Gadag, Davangere, Koppal, Belgaum, Davangere, Gadag, Hassan, Udupi	0.081	0.062	0.019	0.081	Suzlon Foundation (CSR Reg. No.CSR00003382)
		Empowerment		0.071	0.055	0.016	0.071	
		Environment		0.071	0.055	0.016	0.071	
		Health		0.071	0.055	0.016	0.071	
		Livelihood		0.071	0.055	0.016	0.071	
<b>Total – 3</b>				<b>0.365</b>	<b>0.282</b>	<b>0.083</b>	<b>0.365</b>	
4	SUZTAIN- Sustainable need based village development in Maharashtra villages	Civic amenities	Satara, Nandurbar, Nasik, Dhule, Sangli, Ahmednagar,	0.010	0.008	0.002	0.010	Suzlon Foundation (CSR Reg. No.CSR00003382)
		Environment		0.027	0.021	0.006	0.027	
		Livelihood		0.019	0.015	0.004	0.019	
<b>Total - 4</b>				<b>0.056</b>	<b>0.044</b>	<b>0.012</b>	<b>0.056</b>	
5	SUZTAIN- Sustainable need based village development in Madhya Pradesh villages	Civic amenities	Dhar, Ratlam, Dewas, Mandsour, Ujjain, Agar	0.011	0.008	0.003	0.011	Suzlon Foundation (CSR Reg. No.CSR00003382)
		Education		0.021	0.016	0.005	0.021	
		Environment		0.011	0.008	0.003	0.011	
		Health		0.020	0.015	0.005	0.020	
		Livelihood		0.005	0.004	0.001	0.005	
<b>Total - 5</b>				<b>0.068</b>	<b>0.051</b>	<b>0.017</b>	<b>0.068</b>	

(₹ Crore)

Sr. No.	Name of the project or activity identified	Sector in which the Project is covered / Item from the list of activities in schedule VII to the Act	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 up to the reporting period (₹)	Mode of implementation – directly or through implementing agency (Name & CSR registration number)		
					Direct expenditure on projects or programs	Over-heads				
6	SUZTAIN- Sustainable need based village development in Rajasthan villages	Civic amenities	Jodhpur, Jaisalmer, Barmer	0.106	0.082	0.024	0.106	Suzlon Foundation (CSR Reg. No.CSR00003382)		
		Education		0.066	0.051	0.015	0.066			
		Environment		0.047	0.036	0.011	0.047			
		Livelihood		0.079	0.061	0.018	0.079			
<b>Total - 6</b>				<b>0.298</b>	<b>0.230</b>	<b>0.068</b>	<b>0.298</b>			
7	SUZTAIN- Sustainable need based village development in Tamil Nadu villages	Civic amenities	Tirunelveli, Coimbatore, Tenkasi, Thoothukudi, Tirpur	0.020	0.015	0.005	0.020	Suzlon Foundation (CSR Reg. No.CSR00003382)		
		Education		0.027	0.020	0.007	0.027			
		Empowerment		0.009	0.007	0.002	0.009			
		Health		0.011	0.009	0.002	0.011			
		Livelihood		0.034	0.026	0.008	0.034			
<b>Total - 7</b>				<b>0.101</b>	<b>0.077</b>	<b>0.024</b>	<b>0.101</b>			
<b>Grand total</b>				<b>1.195</b>	<b>0.920</b>	<b>0.275</b>	<b>1.195</b>			

- d. **Amount spent in administrative overheads:** As disclosed in point 8(c) above.
- e. **Amount spent on impact assessment, if applicable:** Not applicable for the year under review.
- f. **Total amount spent for the financial year (8b+8c+8d+8e):** ₹ 1.19 Crore
- g. **Excess amount for set off, if any:** Not applicable.

**9. CSR spending for previous years**

- a. **Details of unspent CSR amount for the preceding three financial years:** Nil.
- b. **Details of CSR amount spent in the financial year for on going projects of the preceding financial year(s):** Not applicable.

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):** Not applicable.

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not applicable.

**12. 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 : June 29, 2021

Tulsi R.Tanti  
Chairman & Managing Director  
DIN : 00002283

Annexure to Directors' Report

**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 2020-21**

- 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 <sup>1</sup> (including incentive)
1.	Mr. Tulsi R.Tanti	Chairman & Managing Director	46.41
2.	Mr. Girish R.Tanti	Non-executive Director	1.39
3.	Mr. Vinod R.Tanti	Wholetime Director & Chief Operating Officer	33.83
4.	Mr. Marc Deseadeleer	Non-executive Independent Director	1.56
5.	Mr. Per Hornung Pedersen	Non-executive Independent Director	1.60
6.	Mr. Rakesh Sharma	Non-executive Director	1.30
7.	Mr. Sameer Shah	Non-executive Independent Director	1.34
8.	Mrs. Seemantinee Khot	Non-executive Independent Director	1.34
9.	Mr. Gautam Doshi <sup>2</sup>	Non-executive Independent Director	1.08
10.	Mr. Hiten Timbadia <sup>3</sup>	Non-executive Director	0.65

<sup>1</sup>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.

<sup>2</sup> Mr. Gautam Doshi was appointed as an Independent Director w.e.f May 4, 2020.

<sup>3</sup> Mr. Hiten Timbadia was appointed as a Non-executive Director w.e.f. August 29, 2020.

- 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)	(excluding incentive)
1.	Mr. Tulsi R.Tanti	Chairman & Managing Director	(24.11)	(24.11)
2.	Mr. Vinod R.Tanti	Wholetime Director & Chief Operating Officer	(26.24)	(26.24)
3.	Mr. J.P.Chalasani <sup>1</sup>	Group Chief Executive Officer	562.42	119.57
4.	Mr. Ashwani Kumar <sup>2</sup>	Group Chief Executive Officer	N.A.	N.A.
5.	Mr. Swapnil Jain <sup>3</sup>	Chief Financial Officer	45.87	(21.26)
6.	Mrs. Geetanjali S.Vaidya	Company Secretary	71.27	18.90

<sup>1</sup>Mr. J.P.Chalasani resigned as Group Chief Executive Officer w.e.f. July 07, 2020; the increase in remuneration (excluding incentive) seems to be higher on account of one-time payment towards full and final settlement of accumulated leave and ex-gratia payment.

<sup>2</sup> Mr. Ashwani Kumar was appointed as Group Chief Executive Officer w.e.f. October 19, 2020.

<sup>3</sup> Mr. Swapnil Jain resigned as the Chief Financial Officer of the Company w.e.f. June 01, 2021.

- iii. The percentage increase in the median remuneration (including incentive) of employees in the financial year under review: 9.61%

- iv. The number of permanent employees on the rolls of the Company as at the end of the financial year under review: 1,638

- 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)	~ Increase / (decrease) (%) in remuneration (excluding incentive)
Average salary of all employees (other than KMPs)	13.09%	0.35%
Average salary of all KMPs mentioned at point (ii) above	30.07%	(27.97%)

**Justification for increase in average remuneration of the key managerial personnel** – The average salary of KMPs is higher as compared to other employees on account of payment of incentive related to debt restructuring. Excluding incentive, there is decrease in average remuneration of KMPs as compared to previous year.

- 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 : June 29, 2021

Tulsi R.Tanti

Chairman & Managing Director

DIN : 00002283

## Annexure to Directors' Report

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2021**

[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)

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Suzlon Energy Limited (hereinafter called "the Company"). The 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, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2021, 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. The physical Inspection or Verification of documents and records were taken to the extent possible.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2021 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made there under;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). 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) Regulations, 2011;
  - b. The 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, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period);
  - 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 (Not Applicable to the Company during the audit period);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the audit period);
  - i. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;
  - j. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi). As informed to us, there are no other Sector specific laws which are specifically applicable to the Company

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s):-

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**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.

As per the Information provided by the management, adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on 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 members' views, and hence not captured and recorded as part of the minutes.

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

**We further report that,** during the year under review, the Company has passed following Special Resolutions in Annual General Meeting –

1. To re-appoint Mr. Per Hornung Pedersen as an Independent Director for a second term of five years.
2. To approve payment of remuneration to Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer of the Company.
3. To amend the Articles of Association of the Company.
4. To issue redeemable non-convertible debentures on private placement basis.

**We further report that,** the extra ordinary general meeting of the shareholders of the Company which was scheduled to be held on 24.03.2020, could not be held in view of the pandemic situation of COVID-19 and was postponed twice and eventually cancelled on 15.04.2020. The Company then initiated postal ballot process for obtaining approval of the shareholders for all the aforesaid items.

**We further report that,** during the year under review, the Company has passed following Special Resolutions through postal ballot on 18.05.2020 in terms of the Postal Ballot Notice dated 18.04.2020 the results of which were declared on 19.05.2020 –

1. To approve issue of equity shares of the Company on preferential basis to the lenders pursuant to the restructuring of debt of the Company and its certain identified subsidiaries.
2. To approve issue of optionally convertible debentures of the Company on preferential basis to the lenders pursuant to the restructuring of debt of the Company and its certain identified subsidiaries.
3. To approve issue of convertible warrants of the Company on preferential basis to the lenders pursuant to the restructuring of debt of the Company and its certain identified subsidiaries.
4. To consider in-principle approval for conversion of loan to equity.
5. To approve issue of equity shares / equity linked instruments.
6. To approve divestment / dilution / disposal of the Company's investment(s) / asset(s) / undertaking(s).
7. To approve issue of equity shares of the Company on preferential basis to the Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations.
8. To approve issue of compulsorily convertible debentures of the Company on preferential basis to certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations.
9. To amend the Articles of Association of the Company.

**We further report that,** during the year under review, the Company and its certain specified subsidiaries namely Suzlon Global Services Limited ("SGSL"), Suzlon Power Infrastructure Limited ("SPIL"), Suzlon Gujarat Wind Park Limited ("SGWPL") and Suzlon Generators Limited ("SGL") (hereinafter collectively referred to as the "STG") had proposed a debt resolution plan to the lenders for restructuring of the debt of the STG ("Resolution Plan") under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 07.06.2019 (the "RBI Circular"). On 27.03.2020, the Resolution Plan was approved by 100% of the consortium lenders subject to certain conditions precedent. Subsequently, on 05.06.2020, the STG has entered into Framework Restructuring Agreement (FRA) to give effect to the Resolution Plan. On 30.06.2020, the Resolution Plan was implemented upon completion of compliance of all the conditions precedent to the satisfaction of the consortium lenders and the Resolution Plan is effective from 30.06.2020 (Effective date).

**We further report that,** during the year under review, the Company has received notice dated 02.07.2020 from National Stock Exchange of India Limited ("NSE") and an email notice dated 03.07.2020 from BSE Limited ("BSE") for non-compliance with the corporate governance requirements in respect of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 01.01.2020 till 15.03.2020. The said non-compliance was since cured w.e.f. 16.03.2020. Further, the fine was also duly paid by the company on 10.07.2020.

**We further report that,** during the year under review, the Board of Directors of the Company in its meeting dated 04.02.2021, subject to the approval of the lenders, approved restructuring domestic and overseas subsidiaries as under:

1. Scheme of amalgamation ("Scheme 1") involving merger by absorption of Suzlon Power Infrastructure Limited ("SPIL"), a wholly owned subsidiary of the Company, with Suzlon Global Services Limited ("SGSL"), also a wholly owned subsidiary of the Company. Pursuant to this scheme, the Business Undertaking of SPIL will be merged in to SGSL from the appointed date of this scheme.
2. Scheme of arrangement ("Scheme 2") involving transfer and vesting of Project Execution Business and Power Evacuation Business of Suzlon Gujarat Wind Park Limited ("SGWPL"), a step down wholly owned subsidiary of the Company, in to SGSL. Pursuant to this scheme, the remaining business of SGWPL will continue in the same company.
3. Liquidation of AE-Rotor Holding B.V., The Netherlands, a wholly owned subsidiary of the Company.

**We further report that,** during the year under review, the company was in receipt of a letter from the Securities and Exchange Board of India (SEBI) dated 22.03.2021 informing that it has appointed the Forensic Auditor to carry out forensic audit with respect to the financial statements of the Company.

Place : Ahmedabad  
Date : June 29, 2021

Chirag Shah  
Partner  
Chirag Shah and Associates  
FCS No. 5545  
C P No.: 3498  
UDIN : F005545C000540409

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure A**

To,

The Members,

**SUZLON ENERGY LIMITED**

(CIN: L40100GJ1995PLC025447)

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

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Chirag Shah  
Partner  
Chirag Shah and Associates  
FCS No. 5545  
C P No.: 3498  
UDIN : F005545C000540409

Place : Ahmedabad  
Date : June 29, 2021

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,  
**SE Forge Limited**  
**CIN: U27310GJ2006PLC048563**  
5, Shrimali Society, Navrangpura,  
Ahmedabad-380009  
Gujarat.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SE FORGE 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, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 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 the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March, 2021 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (**Not applicable to Company during Audit period**)
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings;(Foreign Direct Investment Guidelines and Overseas Direct Investment Regulations are not applicable to the Company during the audit period);
- v) 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) Regulations, 2011:(**Not applicable to the Company during the Audit period**);
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:(**Not applicable to the Company during the Audit period**);
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:(**Not applicable for the period under review**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:(**Not applicable for the period under review**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:(**Not applicable for the period under review**);
  - (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:(**Not applicable for the period under review**);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:(**Not applicable for the period under review**);
  - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi) Other laws as informed by management specifically applicable to the Company:
  - a) Special Economic Zones Act, 2005 and rules made thereunder.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meeting, Directors Report (SS-1 and SS-2);
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Not applicable to the Company during Audit period**).

We further report that the compliance by the Company of applicable financial laws like Direct and Indirect Tax Laws hasn't been reviewed in this audit since the same has been subject to review by statutory financial audits and other designated professionals.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

**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 constitution / 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 directors to schedule the Board Meetings, the agenda and detailed notes on 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 Meeting were carried through by majority decision while there were no dissenting member's views and hence not captured and recorded as part of the minutes.

**We further report that** as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company hasn't taken any actions/enter into events having a major bearing on the Company's affairs.

**For Shailesh Indapurkar & Associates  
Company Secretaries**

**CS Shailesh Indapurkar  
Proprietor  
ACS 17306  
C. P. No: 5701**

**Place : Pune  
Date : 28.06.2021**

**UDIN:A017306C000524868**

This report is to be read with our letter of event date which is annexed as Annexure A and forms an integral part of this report.

#### **Annexure A**

To,

The Members,

**SE Forge Limited  
CIN: U27310GJ2006PLC048563  
5, Shrimali Society, Navrangpura,  
Ahmedabad-380009  
Gujarat.**

Our report of event 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 processes 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 processes and practices, we 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. Wherever 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 efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Shailesh Indapurkar & Associates  
Company Secretaries**

**CS Shailesh Indapurkar  
Proprietor  
ACS 17306  
C. P. No: 5701**

**Place: Pune  
Date: 28.06.2021**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
THE MEMBERS,  
**SUZLON GUJARAT WIND PARK LIMITED**  
**(CIN: U40108GJ2004PLC044409)**  
"Suzlon", 5, Shrimali Society, Nr Shri Krishna Complex,  
Navrangpura, Ahmedabad 380009

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Suzlon Gujarat Wind Park 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, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, 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. The physical Inspection or Verification of documents and records were taken to the extent possible.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made there under;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder:- **Not Applicable to the company during the Audit period;**
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder:- In view of the directives issued by the Ministry of Corporate Affairs, the company had admitted its equity shares, except for the pledged shares which are in physical form, for dematerialisation with the depository and has obtained ISIN for such shares which were outstanding as on 31<sup>st</sup> March 2021;
- (iv). 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:- **Not Applicable to the company during the Audit period;**
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are **not applicable since the Company is closely held unlisted public Limited company and there were no events occurred during the period which attracts provisions of these guidelines / regulations.**
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The 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, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - 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;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018; and
  - i. SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015:;
- (vi). Other Applicable Acts, - As informed to us there are no specific act applicable to the company.

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

Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on 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 of the Board Meetings were carried through by majority while there were no dissenting members' views and hence not captured and recorded as part of the minutes.

**We further report that,** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period following were the specific events / actions taken by the Company having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

Implementation of Debt Restructuring Plan / Resolution Plan for restructuring of debt of Suzlon Energy Limited, the holding company of the Company and its certain identified subsidiaries including the Company, formulated under Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019.

**We further report that** during the year no Special Resolutions were passed by the Company.

Place : Ahmedabad  
Date : 26/06/2021

CS Dhwani Rana  
Partner  
Chirag Shah and Associates  
ACS No. 43629  
C P No.: 21737  
UDIN : A043629C000519491

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

#### Annexure A

To,

The Members,

**SUZLON GUJARAT WIND PARK LIMITED**

**CIN: U40108GJ2004PLC044409**

5, Shrimali Society, Navrangpura,  
Ahmedabad-380009

Our Secretarial Audit Report of even date is to be read along with this letter.

#### **Management's Responsibility**

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

#### **Disclaimer**

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad  
Date : 26/06/2021

CS Dhwani Rana  
Partner  
Chirag Shah and Associates  
ACS No. 43629  
C P No.: 21737

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

THE MEMBERS,

**SUZLON GLOBAL SERVICES LIMITED**

CIN: U27109GJ2004PLC044170

"Suzlon", 5, Shrimali Society, Nr Shri Krishna Complex,  
Navrangpura, Ahmedabad GJ 380009

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUZLON GLOBAL SERVICES LIMITED** (hereinafter called the Company).

The Secretarial Audit was conducted to the best of our abilities and judgments, during COVID-19 lockdown situations and by following work from home policies of Government of India wherein we got the data access in online manner that provided us on 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, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021, 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 the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March, 2021, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not applicable for the period under review**;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; In view of the directives issued by the Securities and Exchange Board of India ('SEBI'), the company had admitted its equity shares, Preference shares and Compulsory Convertible Debentures for dematerialization with the depository and has obtained ISIN's for respective class of securities which were outstanding as on 31<sup>st</sup> March 2021. Further, the existing Preference shares and compulsory Convertible Debentures are in dematerialized form. The equity shares, being pledged by the shareholder/s are in physical form.
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings; (Foreign Direct Investment Guidelines and Overseas Direct Investment Regulations are not applicable to the Company during the audit period); **Not applicable for the period under review**;
- v) 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) Regulations, 2011; **Not applicable for the period under review**.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not applicable for the period under review**.
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable for the period under review**.
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable for the period under review**.
  - (e) 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;
  - (f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 in respect of securities outstanding as on 31<sup>st</sup> March 2021;
  - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable for the period under review**.
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable for the period under review**.
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable for the period under review**.
- vi) Other laws as reported by management specifically applicable to the Company:
  - a) The Electricity Act, 2003
  - b) The Gujarat Electricity Duty Act, 1958

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meeting, Directors Report (SS-1 and SS-2);
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (Not applicable to the Company during Audit period).

Based on our verification of the company's books, papers, minutes/book/s, forms and returns filed and other records maintained by the company and also the information provided to us by the company, its officers, agents and other authorised 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 31<sup>st</sup> March 2021, complied with the above listed statutory provisions as applicable.

We further report that the compliance by the Company of applicable financial laws like Direct and Indirect Tax Laws hasn't been reviewed in this audit since the same has been subject to review by statutory financial audits and other designated professionals.

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 constitution / 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 directors to schedule the Board Meetings, the agenda and detailed notes on 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 Meeting were carried through by majority decision while there were no dissenting member's views and hence not captured and recorded as part of the minutes.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there have been enlisted major events or action by the Company which may have a major bearing on the companies affairs in pursuance of above related laws, rules, guidelines, standards, etc. as described hereunder:-

1. With effect from June 30, 2020, the Company's Debt Restructuring Plan/ Resolution Plan was implemented for restructuring of the debt of Suzlon Energy Limited, the Parent Company of the company and its certain subsidiaries including the Company formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019;
2. On June 27, 2020, the Company has allotted 4,45,301 fully paid up compulsorily convertible preference shares ('CCPS') having a face value of ₹ 1,00,000/- each aggregating to ₹ 4,453.01 Crore as part of the implementation of Resolution Plan;
3. On February 03, 2021, the Board has approved the scheme of amalgamation in accordance with the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules made there under involving merger by way of absorption of Suzlon Power Infrastructure Limited with the Company and scheme of arrangement for transfer and vesting of project execution and power evacuation business of Suzlon Gujarat Wind Park Limited in to the Company., Approvals for these proposed mergers are yet to be received from respective National Company Law Tribunals.
4. On 06<sup>th</sup> February 2021, the shareholders at the Extra Ordinary General Meeting of the Company passed a special resolution for alteration of the Memorandum of Association by amending the main object clause & by deleting Part C, i.e "other Objects of the company" in accordance with Section 4, 13 of Companies Act, and rules regulations made therein.

For **Shailesh Indapurkar & Associates**  
Company Secretaries

**CS Shailesh Indapurkar**

Proprietor

**ACS 17306**

**C. P. No: 5701**

Place : Pune

Date : 28/06/2021

UDIN:A017306C000525330

This report is to be read with our letter of event date which is annexed as Annexure A and forms an integral part of this report.

#### 'Annexure A'

TO,  
THE MEMBERS,  
**SUZLON GLOBAL SERVICES LIMITED**  
**CIN: U27109GJ2004PLC044170**  
Suzlon 5 Shrimali Society  
Nr Shri Krishna Complex  
Navrangpura  
Ahmedabad GJ380009

Our report of event 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 processes 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 processes and practices, we 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. Wherever 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 efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Shailesh Indapurkar & Associates**  
Company Secretaries

**CS Shailesh Indapurkar**

Proprietor

**ACS 17306**

**C. P. No: 5701**

Place: Pune

Date: 28/06/2021

**Annexure to Directors' Report**

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

The disclosures as required under Para A of Schedule V of the Listing Regulations for the financial year ended March 31, 2021 are as under:

Type of relationship	Name	Amount outstanding as at March 31, 2021 ₹ Crore	Maximum amount outstanding during the financial year ₹ Crore
Subsidiaries	Suzlon Power Infrastructure Limited	490.39	490.39
	Suzlon Gujarat Wind Park Limited	1,921.69	1,997.22
	AE Rotor Holding B.V.	647.72	647.72
	SE Forge Limited	21.12	21.12
	Suzlon Global Services Limited	-	343.90
	Sirocco Renewables Limited	1.64	1.64
	Vakratunda Renewables Limited	0.09	0.09
	Varadvinayak Renewables Limited	0.08	0.08
	Gale Green Urja Limited	0.01	0.01
Joint ventures / Associates	Suyash Renewables Limited	0.01	0.01
	Manas Renewables Limited	0.20	0.20
	Suzlon Generators Limited	20.11	25.89
	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.

For and on behalf of the Board of Directors

Tulsi R.Tanti  
Chairman & Managing Director  
DIN : 00002283

Place : Pune  
Date : June 29, 2021

# MANAGEMENT DISCUSSION AND ANALYSIS

## Global renewable energy market and outlook

### Global Market Outlook

World has been facing a challenging time due to COVID-19 pandemic since the start of Calendar Year (CY) 20. Due to different levels of lockdown across the world and inadequate healthcare facilities, world's economy has suffered a lot, leading to a drop of 3.5% in global GDP in CY 20.<sup>[1]</sup> As the world enters CY 21, COVID-19 pandemic still continues to impact the global economy and global energy demand. However, financial packages and vaccine rollouts have provided a positive hope in fighting against the pandemic. Global economic output is expected to rebound by 6% in CY 21, pushing the global GDP more than 2% higher than 2019 levels. Global Energy demand is expected to increase by 4.6% in CY 21, more than offsetting the 4% contraction in 2020 levels.<sup>[1]</sup>

Despite challenges owing to COVID-19, renewable energy sector witnessed a positive growth across the world in CY 20 and delivered the highest ever wind installation in the history~93 GW.<sup>[2]</sup> In CY 20, more than 260 GW of renewable energy capacity was added globally surpassing CY 19 expansion by close to 50%. Aiming at reduction in CO<sub>2</sub>, regions like North America, Europe and Eurasia (Armenia, Azerbaijan, Georgia, Russia and Turkey) have started decommissioning fossil fuel power generation leading to a rise in renewable energy capacity. In 2020, total fossil fuel addition fell to 60 GW as compared to 64 GW in 2019.<sup>[2]</sup>

In CY 20, global renewable energy capacity reached to 2,799 GW level with an increase of 10.28% as compared to 2,538 GW in 2019.<sup>[7]</sup> Solar and wind dominated the capacity addition with new installation of 127 GW and 111 GW respectively. With respect to region, China topped the market with new renewable installation of 136 GW, majorly contributed by wind with 72 GW and solar with 49 GW. U.S. grabbed the second position with 29 GW of renewable installation split into 15 GW of solar and 14 GW of wind installation.<sup>[2]</sup>

In solar energy, apart from China (49 GW) and U.S. (15 GW), Vietnam contributed with an addition of 11 GW, Japan with 5 GW, India with 4 GW and Republic of Korea with 4 GW.<sup>[2]</sup>

### Global Wind Energy Overview

In CY 20, global new wind power installation marked a height of 93 GW i.e. 53% rise as compared to 60.8 GW installed in CY 19, taking total wind installed capacity to 743 GW level.<sup>[3]</sup>

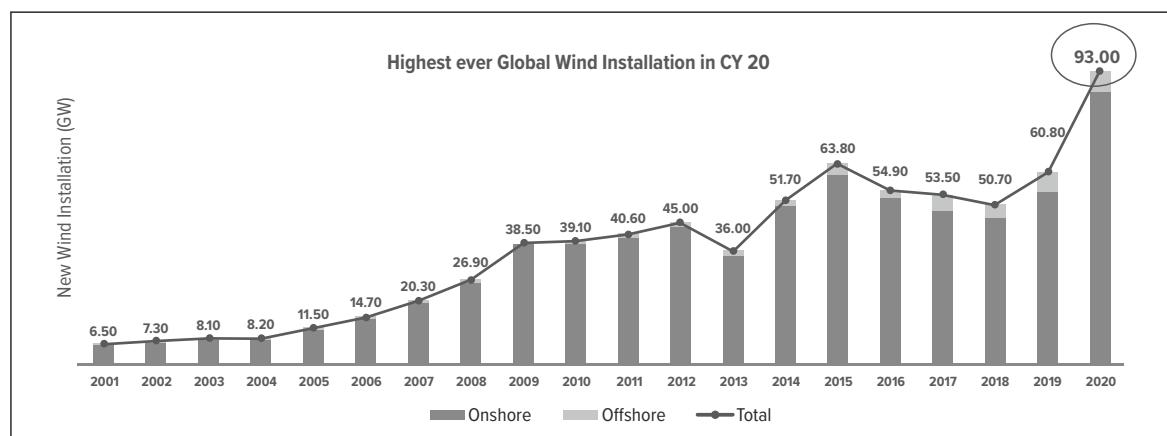


Figure – Historic Development of Global New Installations (Onshore and Offshore)

Source – GWEC: Global Wind Report 2021

**Market status** – In CY 20, 93 GW of new wind power capacity was added to the global installed capacity. With this addition, total wind installed capacity reached to 743 GW with 14% growth as compared 650 GW in 2019.<sup>[3]</sup>

Onshore wind capacity of 86.9 GW was added in CY 20 representing 59% Y-o-Y growth while offshore contributed 6.1 GW, making 2020 the highest and second highest year in history for new wind installation for both onshore and offshore respectively.<sup>[3]</sup>

China, U.S., Brazil, Netherlands and Germany were the top 5 markets contributing to the new wind power installation. These top 5 markets combined resulted to 80.6% of the global new wind installation.<sup>[3]</sup>

Major contributors of new onshore wind installations were China (56%), US (19%), Brazil (3%), Germany (2%), France (2%), Norway (2%), Spain (2%), India (1%), Turkey (1%), Australia (1%) and Rest of World with 11% contribution.<sup>[3]</sup>

For offshore new wind installation, contributions were made by China (50%), Netherlands (25%), Belgium (12%), United Kingdom (8%), Germany (4%) and Rest of the World (1%).<sup>[3]</sup>

Market outlook for the global wind industry looks positive with CAGR for the next 5 years being 4%. It is expected that there will be an addition of 469 GW of new wind capacity in next 5 years with nearly 94 GW of addition each year until 2025. This growth is expected to be driven by government policy, green certification, renewable or technology neutral auctions/tenders.

<sup>[1]</sup> <https://www.iea.org/reports/global-energy-review-2021>

<sup>[2]</sup> <https://www.irena.org/newsroom/presseleases/2021/Apr/World-Adds-Record-New-Renewable-Energy-Capacity-in-2020>

<sup>[3]</sup> <https://gwec.net/wp-content/uploads/2021/03/GWEC-Global-Wind-Report-2021.pdf>

<sup>[4]</sup> <https://www.irena.org/publications/2021/March/Renewable-Capacity-Statistics-2021>

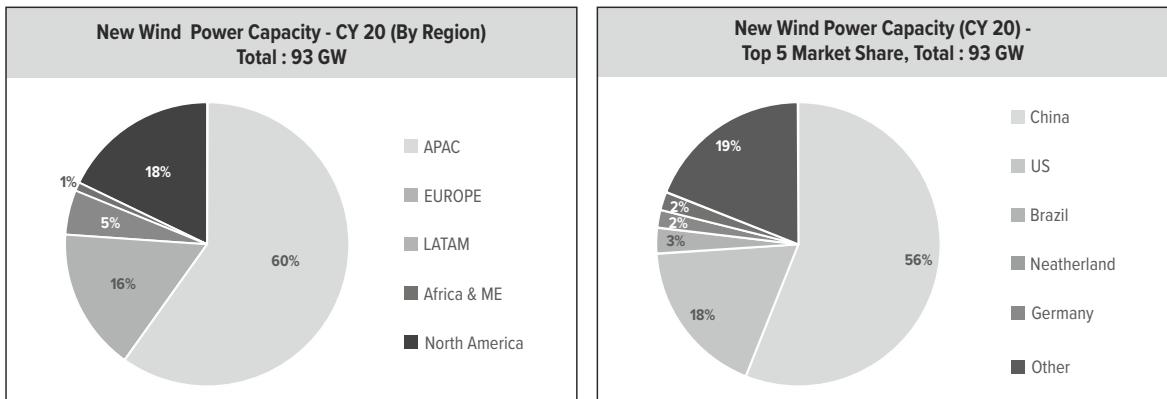


Figure – New Wind Power Capacity- CY 20 (By Region and By Market Share)  
Source – GWEC: Global Wind Report 2021

There will be an expected addition of 399 GW of onshore wind capacity with a CAGR of 0.3% in the next five years (2021-2025) with an average of 79.8 GW of annual installation until 2025.<sup>[3]</sup>

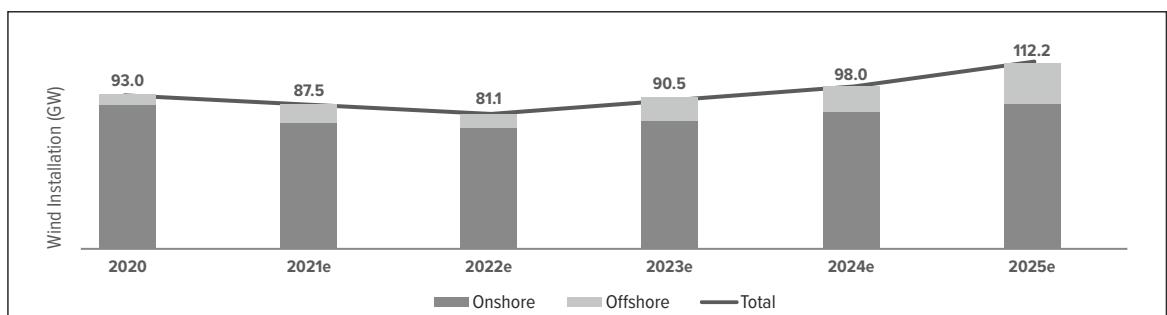


Figure – Global Wind Installations Outlook (Forecast): CY 20-25e  
Source – GWEC: Global Wind Report 2021

### India's performance in FY 21

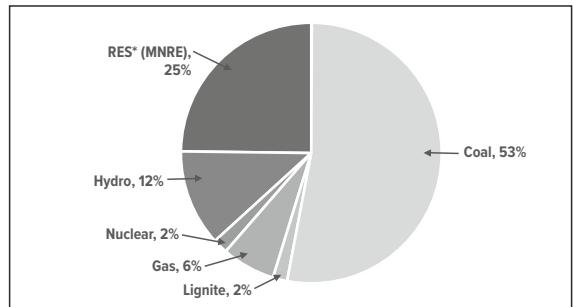
Offshore wind capacity of more than 70 GW is expected to be added in next 5 years with a CAGR of 31.5%. In Asia, China will remain the largest contributor followed by Taiwan, Vietnam, Japan and South Korea. New offshore installation in Africa and Middle East (ME) will double in 2021 and triple in 2022 as compared to 930 MW in 2020. On average, 3.2 GW of capacity is expected to be added each year in Africa and ME which will be driven by South Africa, Egypt, Morocco and Saudi Arabia.<sup>[3]</sup>

India is the world's fourth largest energy consuming country.<sup>[3]</sup> Rising incomes and improving standards of living has increased India's per capita energy usage. Energy consumption in India has doubled since 2000 with majority of demand still met by coal, oil and biomass. In recent years, India has witnessed an extraordinary success in energy development but still there are many challenges, COVID -19 pandemic being one of the major challenge since March 2020. In recent years, India has brought electricity connections to millions of its citizen which has prompted a massive expansion in renewable energy sources of energy.<sup>[4]</sup>

As on March 31, 2021, the total installed capacity of India's power stations reached to 382 GW level.<sup>[5]</sup>

Out of the total installed capacity in India, 53% is contributed by coal, 25% by Renewable Energy Sources (RES) that includes Small Hydro Project, Biomass Power, Urban & Industrial Waste Power, Solar (40.08 GW), and Wind Energy (39.24 GW), 12% by Hydropower, 6% by gas, 2% by nuclear and 2% by lignite.<sup>[5]</sup>

Till date, India's rising power demand is largely met by coal-fired generation. Although in the initial stages of developments, government have pushed India towards clean energy transition since 2005, when India pledged NDC of 33-35% reduction in carbon emissions intensity of its total economy by 2030. However, now renewable is commercially much better than the conventional energy sources. The latest discovered tariff of wind ₹ 2.7/unit and solar ₹ 2.2/unit are much below than the coal based power plant which is at ₹ 3.26/ unit<sup>[6]</sup>. Being vulnerable to the impact of climate changes, public opinion in India has shifted towards sustainability. In this direction, India has pursued low carbon programmes like 24/7 green power, liberalization reforms to the power sector, clean cooking and energy efficiency.<sup>[3]</sup>



\* India: Total Installed capacity of 382 GW as on 31.03.2021  
RES (Renewable Energy Sources) include Small Hydro Project, Biomass Power, Urban & Industrial Waste Power, Solar and Wind Energy.

Figure – Mode Wise Breakup of India's total installed capacity  
Source – [https://cea.nic.in/wp-content/uploads/installed/2021/03/installed\\_capacity.pdf](https://cea.nic.in/wp-content/uploads/installed/2021/03/installed_capacity.pdf)

<sup>[3]</sup> <https://gwec.net/wp-content/uploads/2021/03/GWEC-Global-Wind-Report-2021.pdf>

<sup>[4]</sup> <https://www.iea.org/reports/india-energy-outlook-2021>

<sup>[5]</sup> [https://cea.nic.in/wp-content/uploads/installed/2021/03/installed\\_capacity.pdf](https://cea.nic.in/wp-content/uploads/installed/2021/03/installed_capacity.pdf)

<sup>[6]</sup> <https://mercomindia.com/seci-wind-auction-tranche-x-results/>

<sup>[7]</sup> <https://www.thehindubusinessline.com/economy/ntpc-coal-india-lead-22-solar-tariff-in-guvnl-500mw-tender/article34134595.ece>

<sup>[8]</sup> <https://economictimes.indiatimes.com/industry/energy/power/adani-power-essar-power-place-lowest-coal-based-tariffs-in-years/articleshow/74009321.cms?from=mdr>

India targets to reach 175 GW of renewable energy level by 2022 which includes 60 GW of onshore wind installation. In next 5 years, growth in wind energy sector will be driven by the expiry of interstate transmission charges (ISTS) waiver in 2023 and trend of hybrid tender (Wind, solar and storage technologies). As per long term vision for renewable energy sector, India targets to reach 450 GW by 2030 including 140 GW of wind capacity.<sup>[3]</sup> However, constraints such as land allocation, grid availability, recurring financial instability of DISCOMs, tender design and PPA sanctity may create a roadblock for government in achieving 2022 targets.

Low wind and solar prices as compared to fossil fuel based generation will support renewable energy sector in India. Initiatives like National Electric Mobility Mission Plan 2020, an electric and hybrid vehicle scheme aims to shift railways from coal dependency to the world's first net zero railway network by CY 30. Indian government has also announced launch of green hydrogen auction by CY 21. Other drivers like Green energy corridor, Smart city mission and National mission for enhanced energy efficiency will help in clean energy transition in the country.<sup>[3]</sup>

### India Wind Energy Outlook

As on March 31, 2021, India's total wind capacity stood at 39.24 GW, reflecting 3.94% growth as compared to 6.25% in FY 20.<sup>[5][6]</sup>

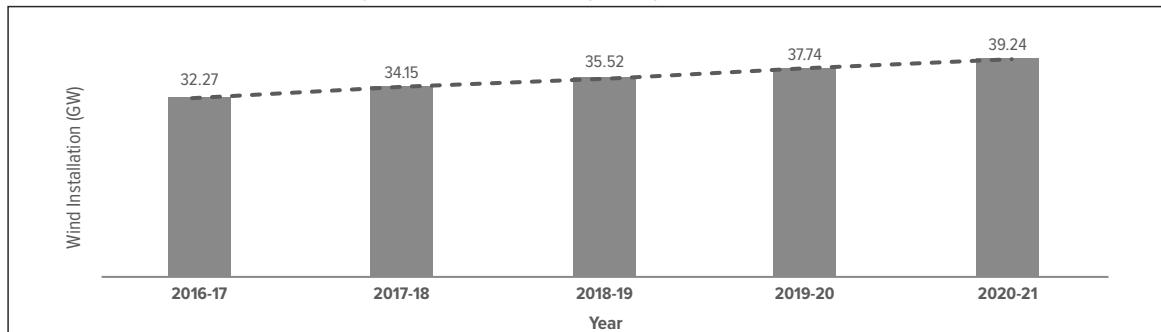


Figure – Total Wind installation in India in last five years

Source – INWEA, CEA

India's new installations in FY 21 stood at 1.5 GW, with a slight decrease from 2.22 GW added in the previous year. In CY 20, India witnessed 1.1 GW of onshore wind projects installation, the slowest pace of new build in last 10 years.<sup>[5][6]</sup>

As the world's third largest producer and fourth largest consumer of electricity, India's energy demand is expected to grow between 6-7% Y-o-Y over the next decade. Current government initiatives like Make in India, 24\*7 Power to All and Atmanirbhar Bharat are aiming to create low carbon energy systems which will require large scale renewable energy supply. Hence, as a clean, affordable and sustainable energy resource wind may play an important role for India to meet the growing electricity demand and wider strategic energy objectives.<sup>[1]</sup>

### Products and Technology

Increase in market competitiveness, low tariffs and emerging alternative cheap source of energy like solar has compelled the wind turbine makers to focus on technology and product improvisation. Suzlon taking lead in this direction has invested in enhancing its product portfolio to compete with and stand against the growing market challenges. We have strong knowledge and operating expertise of 25+ years in wind turbine manufacturing sector in India and pleased to share that our inception customers continues to take pride with our association. Our robust technology has enabled us not only to achieve the designed life, but also increase the turbine life with refurbishment and necessary safety assessments.

Products optimized for the market to generate higher yields than the previous models are –

- S120-140 (6-7% higher energy yield over S111)
- S128-140 (20-22% higher energy yield over S120)
- S133-140 (23-25% higher energy yield over S120)

In FY 21, Suzlon launched a new turbine model S133 in 2 variants viz. 140m Hybrid Tubular-Lattice tower and 160m Hybrid Tubular-Lattice tower. These continuous developments shows that the group is focused on spending in various R&D technologies to provide customers with world class technology and products.

### Key Initiatives and priorities

In FY22 Suzlon aims to regain its market leader position as a wind turbine manufacturer in India. Company also focusses on expanding its wings in hybrid (wind and solar) space. The key priorities and initiatives that will help us to grow as envisioned are as follows:

- To provide best-in-class service spanning across the entire lifecycle of wind energy projects
- To regain the market leadership position with an improved market share
- To reduce LCOE through better technology and products more specific to the market conditions
- To optimize cost through value engineering and improved efficiencies across the value chain
- To continuously beat the market benchmark and achieve best machine availability
- To help improve efficiencies and better yields for our customers.

### 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:

#### A. Operational risks:-

**Technology risk:** Suzlon places great emphasis on R&D. Suzlon has in-house technology and design capabilities resulting in the development of a comprehensive product portfolio, ranging from sub-MW and multi-MW turbines. Suzlon aims to develop innovative technology that would

<sup>[3]</sup> <https://gwec.net/wp-content/uploads/2021/03/GWEC-Global-Wind-Report-2021.pdf>

<sup>[5]</sup> [https://cea.nic.in/wp-content/uploads/installed/2021/03/installed\\_capacity.pdf](https://cea.nic.in/wp-content/uploads/installed/2021/03/installed_capacity.pdf)

<sup>[6]</sup> <http://www.inwea.org/wind-energy-in-india/wind-power-installation/>

<sup>[7]</sup> <https://gwec.net/an-ocean-of-potential-recommendations-for-offshore-wind-development-in-india/>

allow it to operate successfully in the Indian market 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.

- **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.  
Most of components cost is linked to cost of underlying commodity like steel, copper, infusion system, glass fabric etc. and to such extent, the Group carries risk of fluctuations in commodity rates. However CY 20 has been a historic year in which 93 GW<sup>1</sup> Wind projects were executed globally- which created a pressure on the Wind Component supply chain. This load was further affected by COVID causing hindrances in the timely component availability thereby affecting the cost and schedule. Such pressure is being mitigated partially through alternative vendor development and long term mutual commitments for delivery.
- **Project execution risk:** Wind Industry in India in the recent past had witnessed struggle in project execution due to delay in arranging land and evacuation approvals. With the policy and regulation falling in place, the bidding momentum is now gathering pace. With regulations being laid out for both central and state level auctions, India is now poised to witness robust capacity growth. 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:** While the transition from the feed-in tariff to the bidding regime impacted business adversely with wind tariffs as low as ₹ 2.43 per unit has now moved upward in recently concluded RTC tender by SECI for 400 MW Round-the-Clock power supply at first year tariff of ₹ 2.90 per unit with 3% escalation p.a. for next 15 years. The Group is expected to supply and commission the existing orders on hand and had to ramp up the supply and project execution volumes. The Group is regularly monitoring the progress and working with customers to minimize the risk.

#### B. Financial risk:-

The Group has successfully implemented Debt Resolution Plan (RP) w.e.f. June 30, 2020. With the continuous support of the entire lenders group, the Company has been able to reduce the financial cost burden and is back on its growth path. The Company has not only reduced its debt and interest burden but has also taken several initiatives to optimize its cost structure. Further, the Company is working on sale of non-core asset monetization as per RP and to further reduce the debt by June 2026. It is essential that the Group achieves the operational and business goals in order to meet the financial obligations after implementation of RP.

**Foreign exchange risk:** The Group is primarily exposed to Currency risk on account of exposure to trade payables denominated in foreign currencies. Foreign exchange risks are attempted to be partially hedged by the Group 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. The company is also working constantly on sourcing more and more components locally.

**Interest rate risk:** Post 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.

**Credit risk:** Credit risk is the risk of financial loss arising from counter-party failure to pay/repay according to the contracted terms or obligation. The 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-fulfilment of its liabilities to various creditors, statutory obligations, or any stakeholders.

**Commodity price risk:** The Group has a fairly 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, to some extent, in various commodities. Vendor rate negotiation, alternative sourcing, indigenization of critical components, and value-engineering driven initiatives help the Group to mitigate this risk to a great extent. There has been an adverse price impact on the commodities purchased by the company this year owing to significant increase in prices like steel, balsa wood etc., which we are continuing to mitigate by various business actions.

#### C. COVID-19 risk:-

The rapid outbreak of the coronavirus (COVID-19) presents an alarming health crisis that the world is grappling with and the World Health Organization declared the COVID-19 outbreak as a pandemic. The COVID-19 outbreak has interrupted economic activities nationwide and globally. Many countries including India continue to have complete or partial lockdown in a phased manner and the same could have adverse impact on the business operations of the Group. This has impacted our operations as well- as projects and services site. However key activities of the group has been classified under Essential services [Power] category, basis which we have been able to mitigate this risk to a significant extent and ensure power is being supplied to the grid.

#### 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.

<sup>1</sup>Source: GWEC Global Wind Report 2021

## Corporate Social Responsibility

In the FY 2020-21, Suzlon Foundation (SF), the corporate social development arm of Suzlon Group, continued to catalyse the social development ecosystem through its unique impact model 'SUZTAIN'. The Foundation, with its philosophy of creating 'Sustainable Development for Sustainable Economy,' ensures that Suzlon Group integrates sustainability into its core business strategy. The Foundation's four main goals thus have evolved from its in-depth understanding of both business and the social ecosystem.

Powering a greener tomorrow for Suzlon, therefore involves responsible management of its financial, natural, social, human, and physical capitals. Suzlon focuses on creating sustainable value by benefiting the planet and society while enhancing its market performance. This approach of conducting responsible business has resulted in cost saving, improved stakeholder relationships, and bettered risk management. Through its CSR and Sustainability strategy, Suzlon is committed to achieving the UN- Sustainable Development Goals (SDGs) UN Global Compact Principles, and National Voluntary Guidelines (NVGs) since 2008. Suzlon with its measurable, impactful and self-sustaining CSR activities, aims at supporting rural and underprivileged communities to become self-reliant. The SUZTAIN CSR model evolved from a provider-beneficiary to a partnership approach. It considers all the key stakeholders to plan, implement, monitor and support village level sustainable development interventions. This model focuses on tracking, monitoring, measuring and evaluating Suzlon CSR Programs. Following are the goals:

- **Long term goal** – To empower village institutions and bring collectivism in the villages.
- **Mid-term goal** – This involves the 'Zero programs' specifically designed to address the needs of disadvantaged communities like senior citizens, children under five, local civic environment, specially-abled and vulnerable adolescent girls
- **Short term goal** – Integrated development activities for community that addresses the immediate requirements of the society.

Suzlon believes in receiving periodic feedback from the community for all the need-based programs. Hence the grievances are addressed systematically through the community grievance redressal mechanism that exists in all the locations.

During FY 2020-21, Suzlon conducted over 2,638 impactful CSR activities and touched lives in 529 villages reaching over 26 lac villagers and 10 lac households. The CSR activities are focused on six key areas - Environment, Empowerment, Health, Livelihood, Education and Civic Amenities. These activities were undertaken in consultation with communities and in collaboration with 84 institutions such as Government, private and corporate foundations. Additionally, Suzlon's CSR programs received ₹ 4.37 Crore of co-funding from other stakeholders like employees, customers and community members.

In FY 21 Suzlon received recognition in the area of plastic waste management yet again similar to FY 20. Under the 'Zero-Garbage' program for household plastic collection, an indigenous spark of innovation 'Suz-HOOK' was first introduced in Maharashtra in the last three years and it has now reached pan India. This local invention was created using a small metal wire twisted in the shape of a hook and tied to a string. This device costs less than a rupee. The plastic collected is pierced through the hook and ends up in a string. This Suz-HOOK innovation continues to gather attention. This year it was selected as compelling and promising Innovation for an E-exhibition by Administrative staff college of India (ASCI) and UNDP. The exhibition showcased Solutions for Plastic Waste Management. In another recognition Dr Jasmine Gogia featured in the Gender Catalogue: Volume 1 - 30 Women Leaders in Water & Environmental Sanitation, a published document in which the Suz-HOOK was also mentioned.

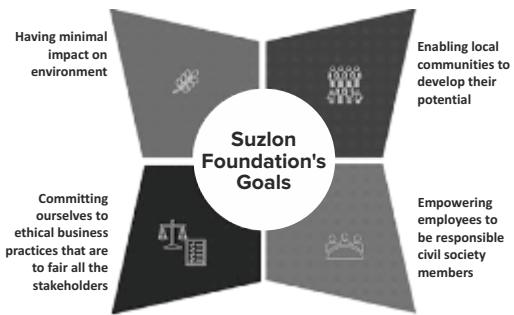
### Key Achievements:

#### A. Environment:

In FY 21, Suzlon Foundation planted 14,702 trees of 54 different species. The fruit, fodder, and shade giving trees, horticulture and agroforestry plants enrich the biodiversity, enhance health, and improve livelihoods. Almost 60% of plants survived due to committed caretakers and well-defined monitoring plans. Furthermore, the tree guard structures used for protection ensured 100% plant survival in Gujarat. Through water and soil moisture conservation activities Suzlon conserved 83,532 cubic meters of water mainly in the drought prone areas. Suz-HOOK developed to bring behavioural change in the rural households under the 'Zero Garbage' programme resulted in the collection and recycling of 422 Kg of plastic waste. Under 'Zero Sparrow Deaths' programme Suzlon installed 11,903 bird conservation units like nests, water troughs and bird feeders, benefiting 43,083 birds. 'Save the sparrows' campaign was launched and 291 stakeholders participated with 627 bird conservation activities being carried out that benefited 2,747 birds of various species. Several national programs were held in the Suzlon business neighbourhood villages. 996 stakeholders were involved in 139 activities related to the national clean India drives for plastic free village campaign. 1,858 stakeholders were involved in 98 activities in the World environment day celebrations. 69,504 Kg of recyclable waste materials were converted into innovative products like desks, benches, grain thresher, bird nest, and cycle stand. These are useful for farmers, students, birds, and people, etc. 14,000 villagers benefited from the increase in water availability due to water conservation and recharge structure based interventions like check dam repair, bore-well recharge, and pond desilting. In Karnataka, food and LED bulb support was provided to 26 zoo animals in collaboration with the forest department.

#### B. Empowerment:

This year out of the 500 Village Development Committees (VDCs), Suzlon has strengthened over 200 VDC's in 8 states of India. In a structured manner, these have aligned with the 7-stage empowerment process and 707 meetings have been conducted. After ascending to stage four, 46 VCDs have started livelihood activities like palm craft, agro-service centre, music system rental, marriage infrastructure rental, farm equipment rental, dry fodder sale, construction tool rental, Reverse osmosis (RO) plant management, artificial jewellery making unit, computer training centre, traditional grain seed sale, 'papad' (flatbread) making and tailoring unit, etc. Suzlon firmly believes that these VDCs will soon start working towards sustainable development of the villages once the Suzlon foundation exits to focus on other strategic needs. Additionally, Suzlon has consistently worked towards empowering rural women to make them financial and socially independent through the Self Help Groups (SHG). The purpose of this initiative is to improve women's participation and development. This will further enable the upliftment of their



families and villages. This year Suzlon supported over 130 SHG women members through SHG awareness and training sessions. International women's day celebration saw the participation of 600 women.

**C. Health:**

During FY 2020-21, in the eye screening camps 150 patients were screened and 138 were identified for cataract surgeries through authorised Government health hospitals as part of the 'Zero Cataract' blindness program. However surgeries are pending due to the pandemic. Support was provided in the form of health equipment for 100 patients in the primary health centre. Installation of the 2 Reverse Osmosis (RO) plants, each RO plant capable of converting 1000 litres per hour has benefited 7,580 villagers namely 1,430 households with potable drinking water preventing water-borne diseases. 460 households benefited through drinking water tank installations. The provision of kitchen gardens for 218 households enabled access to healthy and nutritious vegetables.

Under the 'Zero Malnutrition' program in 3 states, Suzlon treated 3,658 malnourished children through supply of Vitamin A and de-worming tablets. This prevents vitamin deficiency and anaemia promoting better health in Rajasthan and Karnataka. Also, awareness and counselling sessions were conducted in Madhya Pradesh on malnutrition.

**D. Livelihoods:**

This year Suzlon has focused on farmers under the livelihood initiatives reaching over 6,049 farmers. 8,660 horticulture plants were provided to 187 farmers. 420 farmers adopted new practices of 'Kishan Pathshala' (farmer field school) with inputs from agricultural scientists in Madhya Pradesh. Agriculture equipment centre benefited 35 farmers in Tamilnadu and Agriculture pipeline support was given to 4,852 farmers in Maharashtra. This resulted in 20000 litres of increased water availability. Cumulative income increased for 46 VDC by ₹ 0.10 Crore through various VDC Income Generation activities as they had already reached stage 4 of the VDC empowerment milestone. 107 women were supported for livelihood that resulted in an income increase of ₹ 1,05,000. 459 animals were treated through vaccination and fed by fodder distribution. For 2 villages in the state of Andhra Pradesh, provision of water was made through community bore-well for agriculture purpose that resulted in livelihood for 70 farmers out of which 9 farmers were able to cultivate one vegetable crop and their income increased by cumulative amount of ₹ 1,05,000. Donation of grass for domestic animals led to drought proofing. 2 villages in the state of Madhya Pradesh were supported by awareness and demonstration for innovative nutritious animal fodder production. 12 farmers were provided Azola (aquatic fern) seeds for Azola beds. This resulted, in the increase of animal milk production and their income by cumulative amount of ₹ 35,000. 8 villages in the state of Madhya Pradesh were supported with awareness and demonstration of fodder seeds of African tall maize & cowpea for domestic animals as a source of nutritious animal fodder. 8 farmers benefited from this in a 5 acre plot, which resulted in enhanced animal milk production and their income increased by cumulative amount of ₹ 20,000. In the state of Karnataka, 15 villages were supported with income generating activities like renting of ceremonial tent and cooking vessels. Loans for house construction, cloth business, health issue, for daughters' marriage, sheep rearing, purchase of livestock and agriculture material was also provided. This has helped 30 families. Overall, it has resulted in an easy access to loan and freedom from the clutches of unscrupulous money lenders. An increase in crop and milk production along with cumulative increase in income of ₹ 3,14,500 was noted.

**E. Education:**

During the financial year FY 21, 13,173 students were supported through various activities. Water storage tanks in toilets were provided and that benefited 1,925 students. 2,074 students stood much to gain from school furniture and fixtures. 364 students learned computer skills. Education kits consisting of notebooks and accessories were provided to 6,342 students. Lastly, the benefit of sport kits were received by 160 students.

**F. Civic amenities:**

Light Emitting Diode (LED) bulbs were provided to 1,814 households, and solar home UPS to 59 families. This saved 3,22,587 hours of conventional energy. 23,250 cubic meter water became available through bore well drilling and 30,000 cubic meter water was conserved owing to the bore well recharge. 293 innovative products out of waste conversion were found to be useful by farmers, students, and birds, etc. Rice Thresher machine made from waste material benefited 20 farmers. Agriculture Pipeline from waste material of 34 thousand meters length provided to 4,791 farmers resulted in increased water availability. Benches from waste material were provided to police station for comfortable seating arrangement. Furthermore, 200 women received health benefits through toilet repair. ₹ ~15 lacs worth of in-kind donations were leveraged in collaboration with forest department, NGO partners, Gram panchayat, employees, and school students. Immense support was received in the form of tree saplings, tree guards, bird nests, grocery kits, drums for compost pit, and face shields for health workers, etc.

**G. Response to disasters:**

During the pandemic and the nationwide lockdown, activities to prevent the spread of COVID and mitigate its impacts were implemented. A pack of 3 sanitary pads were distributed to 552 adolescent girls and women, enabling access to feminine hygiene products. The foundation was also able to spread awareness on menstrual hygiene and promote sustainable and environmental friendly reusable sanitary pads. Daily wage and migrant workers along with other un-affluent people from 4,588 households (1,40,535 family members) in Maharashtra, Tamil Nadu, Karnataka and Gujarat, who were unable to procure food and other essentials due to loss of wages and curfew restrictions received food items. 554 villagers in Tamil Nadu were provided with immunity enhancing supplements. 20,000 persons were provided with protective face masks. The foundation encouraged Suzlon employees to make donations and they contributed to the PM cares fund to combat COVID pandemic.

**H. Employee volunteering and employee giving:**

5,399 Suzlon employees participated this year in various CSR initiatives by contributing 54,816 person hours. 994 employees contributed a total of ₹ 28.02 Lacs through 1,692 instances of voluntary donation towards social and environmental initiatives like grocery kit donations to the needy during lockdown and humanitarian support for the medical needs of children to ease the financial burden of medical expenses. ₹ 2.33 Lacs and ₹ 6.73 Lacs respectively were collected as humanitarian aid for the underprivileged families of the deceased in two separate instances. The employees donated towards crowd funding to generate resources to purchase and donate reusable cloth pads promoting sustainable, environmental friendly and reusable sanitary pads to adolescent girls and women.

Overall notwithstanding the pandemic situation Suzlon foundation in tandem with employees and other stakeholders was able to invest in making a meaningful difference in the lives of many.

### **Sustainability in value chain**

Industrialization has always seemed to be the key to wealth and better living but in reality, it has been shown that, although it leads to better conditions of living in certain respects, it affects environment and ultimately contributes to climate change. Industrialization not only involves technological innovations, it also involves economic and social transformation of the human society. With industrialization come opportunities as well as challenges. The challenges include coping with higher temperatures, extreme weather conditions, changing human life styles and changing philosophies. Due to these challenges, industrialization must take into account climate change and its consequences.

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.

The nation is on its path to energy upsurge while shifting its focus from fossil fuels to renewable energy. The thrust now is on renewable energy and promotion of clean energy to enhance the energy efficiency. The complex global challenges are climate change, resource depletion and increasing cost of energy. This requires the implementation of the concept of Sustainability in all its operations.

Suzlon is revolutionising and redefining the way sustainable energy sources are harnessed across the World. The Company's growth for more than two decades is backed 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.

Sustainability at Suzlon refers to sustainable development, defined as development that 'meets the needs of the present without compromising the ability of future generations to meet their own needs.' (The Brundtland Commission, UN, 1987). Suzlon subscribes to the Sustainable Development Goals (SDGs) which are articulated by the United Nations and is working towards these SDGs.

### **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 in some form or other. 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 aids in mitigating environmental degradation significantly across the globe.

Sustainability is based on a simple principle namely; everything that we need for our survival and well-being depends, either directly or indirectly, on our natural environment. Sustainability creates and maintains the conditions under which humans and nature can exist in productive harmony, that permit fulfilling the social, economic and other requirements of present and future generations. (EPA, USA). Suzlon believes that the purpose of a business is around creating shared value and it was with this in mind that the very business of wind energy was started. Its wind turbine generators are helping mitigate environment degradation significantly globally. However, its supply chain will also always have many opportunities to be truly sustainable from inside out.

### **Environmental management**

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. It has taken up following focused projects to improve environment, energy efficiency, water and waste management:

- Reducing water consumption
- Reducing power consumption
- Reducing power dissipation
- Reducing scrap generation
- Recycling waste

### **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.

### **Waste management**

At Suzlon the waste is managed in the best possible way and the efforts are channelized towards minimum waste generation. The waste which is generated is disposed in a 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. The segregated non-hazardous waste is further categorized into reusable, recyclable and waste for disposal. Suzlon follows the concept of triple 'R – Reduce, Reuse and Recycle' to manage its waste.

### **Emissions measurement**

Every year Suzlon's Global wind installation helps in mitigating around millions of tonnes of CO<sub>2</sub> 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 FY 21.

#### Non-financial indicators for FY 21

Indicator	Co2e*
Indirect Emissions from electricity consumption <sup>1</sup>	4755 (metric tonnes)
Emissions avoided by renewable energy generation (by Group owned turbines in India) in the year <sup>2</sup>	25.58 (million metric tonnes)
Emissions avoided annually by Suzlon Group powered turbines (India and Sri Lanka) <sup>3</sup>	20 (million metric tonnes)
Emissions avoided annually by Suzlon Group Globally <sup>4</sup>	25.36 (million metric tonnes)
Emissions of blade waste disposal by combustion avoided due to co-processing <sup>5</sup>	143 (metric tonnes)
Emissions avoided at blade waste co-processor's facility <sup>6</sup>	414 (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.

<sup>1</sup> 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)

<sup>2</sup> Refers to emissions avoided by Suzlon Group owned turbines, as on March 31, 2021 in India.

<sup>3</sup> Refers to emissions avoided by Suzlon Group powered turbines, as on March 31, 2021 in India and Sri Lanka.

<sup>4</sup> Refers to carbon emissions avoided by Suzlon Group powered turbines based on installation summary as on March 31, 2021.

<sup>5</sup> Refers to emissions of disposal of blade waste by combustion that were avoided by sending it for co-processing in India.

<sup>6</sup> Refers to emissions avoided at co-processor's facility by replacing coal with the blade waste for fuel in their cement kilns in FY 21 (India only).

#### Highlights of consolidated results:

##### A. Assets

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

Particulars	₹ in Crore	
	March 31, 2021	March 31, 2020
Property, plant and equipment	804	905
Right-of-use assets	131	143
Capital work-in-progress	104	110
Investment property	33	35
Intangible assets (including goodwill)	198	275
Intangible assets under development	4	12

- a. During the year, property, plant and equipment of ₹ 19 Crore and intangible assets of ₹ 47 Crore were capitalized as compared to ₹ 40 Crore and ₹ 76 Crore respectively in the previous year.
- b. Capital work-in-progress primarily includes moulds and plant and machinery under construction.
- c. Investment property consists of certain office premises given on lease and considered at deemed costs.
- d. Intangible assets comprising of design and drawings, goodwill and SAP and other software stood at ₹ 198 Crore as compared to ₹ 275 Crore.
- e. Capital commitments for property, plant and equipment stood at ₹ 19 Crore as compared to ₹ 20 Crore in the previous year.

###### 2. Financial assets

Particulars	₹ in Crore					
	Non-current		Current		Total	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Investments	0^	0^	-	-	0^	0^
Trade receivables	-	-	1,190	1,365	1,190	1,365
Cash and cash equivalents	223	52	263	82	486	134
Loans	-	-	21	22	21	22
Other financial assets	179	232	176	109	355	341
<b>Total</b>	<b>403</b>	<b>284</b>	<b>1,649</b>	<b>1,578</b>	<b>2,052</b>	<b>1,862</b>

There is net increase in financial assets of ₹ 190 Crore during the year of which there is increase in cash and cash equivalents of ₹ 352 Crore and reduction in trade receivables of ₹ 175 Crore.

<sup>^</sup>Less than ₹ 1 Crore

**3. Non-financial assets**

₹ in Crore

Particulars	Non-current		Current		Total	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Inventories	-	-	2,173	2,056	2,173	2,056
Other assets	54	51	970	989	1,024	1,040
Current tax asset, net	-	-	6	20	6	20
<b>Total</b>	<b>54</b>	<b>51</b>	<b>3,149</b>	<b>3,065</b>	<b>3,203</b>	<b>3,116</b>

**B. Equity and liabilities**

**1. Equity share capital**

₹ in Crore

Particulars	March 31, 2021	March 31, 2020
Authorized share capital	9,200	2,498
Issued share capital	1,705	1,068
Subscribed and fully paid-up share capital	1,702	1,064

There is increase in subscribed and fully paid-up share capital of ₹ 638 Crore pursuant to issuance of equity shares to the Lenders, promoters and investors in accordance with Resolution Plan and issuance of equity shares to bondholders pursuant to FCCB restructuring and conversion of new bonds issued post restructuring into equity.

**2. Other equity**

₹ in Crore

Particulars	March 31, 2021	March 31, 2020
Equity component of compound financial instruments	92	29
Capital reserve	23	23
Capital reserve on consolidation	0^	0^
Capital redemption reserve	15	15
Legal and statutory reserve	1	1
General reserve	917	917
Securities premium	9,563	9,239
Capital contribution	6,273	-
Share application money, pending allotment	13	-
Money received against share warrants	232	-
Retained earnings	(21,677)	(21,742)
Foreign currency translation reserve	(497)	(529)
<b>Total</b>	<b>(5,045)</b>	<b>(12,047)</b>

^ Less than ₹ 1 Crore

**a. Equity component of compound financial instruments**

The increase in equity component of compound financial instruments is attributable to restructuring of FCCB's during the year which has been classified as compound instrument. Detailed explanation on restructuring of FCCB's is given in Note 23 (f) of the consolidated financial statements. 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.

**b. Securities premium**

The securities premium account stood at ₹ 9,563 Crore as compared to ₹ 9,239 Crore in the previous year. The increase of ₹ 324 Crore is on account of conversion of foreign currency convertible bonds ('FCCB') and issuance of equity to promoters and investors.

**c. Capital contribution**

The resultant gain arising on extinguishment of existing debt and fair value of financial instruments issued as per the terms of Resolution plan is transferred to Capital contribution since the Lenders have potential exercisable participative rights. Detailed explanation on implementation of Resolution Plan is given in Note 4 and 23 of the consolidated financial statements.

**d. Share application money, pending allotment**

Conversion of USD 2.163 Million foreign currency convertible bonds into equity shares of the Company is pending pursuant to pending conversion instructions from bondholders.

**e. Money received against share warrants**

Pursuant to implementation of Resolution plan, 49,85,88,439 fully paid share warrants of ₹ 2/- each convertible into 1 equity share of a face value of ₹ 2/- each are issued to Lenders at an aggregate consideration of ₹ 16/- i.e. at ₹ 1/- for each Lender. These warrants are recorded at fair value of ₹ 4.65 per share and credited to other equity.

**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

Particulars	Non-current		Current		Total	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Secured	5,838	804	175	8,844	6,013	9,648
Unsecured	189	38	-	-	189	38
<b>Total</b>	<b>6,027</b>	<b>842</b>	<b>175</b>	<b>8,844</b>	<b>6,203</b>	<b>9,686</b>
Current maturities of long-term borrowings	656	3,451	-	-	656	3,451
<b>Grand total</b>	<b>6,683</b>	<b>4,293</b>	<b>175</b>	<b>8,844</b>	<b>6,859</b>	<b>13,137</b>

Total borrowings stood at ₹ 6,859 Crore as compared to ₹ 13,137 Crore in the previous year. The reduction in borrowings is mainly towards implementation of a Resolution Plan for restructuring of the debt by the Company along with its identified subsidiaries and fair valuation of securities issued to the Lenders. Detailed explanation on implementation of Resolution Plan is given in Note 4 and 23 of the consolidated financial statements.

#### b. Other financial liabilities

Particulars	Non-current		Current		Total	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Trade payables	-	-	1,582	1,298	1,582	1,298
Other financial liabilities	22	28	357	1,849	379	1,877
<b>Total</b>	<b>22</b>	<b>28</b>	<b>1,939</b>	<b>3,147</b>	<b>1,961</b>	<b>3,175</b>

- i. Trade payables stood at ₹ 1,582 Crore as compared to ₹ 1,298 Crore in the previous year. The increase is on account of increased volumes during the year.
- ii. Current financial liabilities stood at ₹ 357 Crore as compared to ₹ 1,849 Crore in the previous year. The reduction is mainly towards settlement of interest accrued on borrowings and waiver of right to recompense on implementation of Resolution Plan. Detailed explanation on implementation of resolution plan is given in Note 4 and 23 of the consolidated financial statements.

#### 4. Other liabilities and provisions

Particulars	Non-current		Current		Total	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Contract liabilities	-	-	405	258	405	258
Other liabilities	1	1	88	129	89	130
Provisions	83	93	539	706	622	799
<b>Total</b>	<b>84</b>	<b>94</b>	<b>1,032</b>	<b>1,093</b>	<b>1,116</b>	<b>1,187</b>

- a. Provisions stood at ₹ 622 Crore as compared to ₹ 799 Crore in the previous year.
- b. Other liabilities stood at ₹ 89 Crore as compared to ₹ 130 Crore in the previous year.

#### C. Cashflow

Net cash generated from operating activities is ₹ 531 Crore. Net cash used in investment activities is ₹ 24 Crore. ₹ 52 Crore is used towards purchase of property, plant and equipment and proceeds of ₹ 2 Crore is received from sale of property, plant and equipment. Net cash used in financing activities is ₹ 327 Crore which comprise of repayment of long-term borrowings of ₹ 191 Crore, payment of short-term borrowings of ₹ 119 Crore, payment of interest and other borrowing cost of ₹ 409 Crore and proceeds from issuance of share capital including premium and debentures of ₹ 392 Crore.

#### D. Results of operations

Particulars	March 31, 2021		March 31, 2020	
	₹ in Crore	₹ in Crore	₹ in Crore	₹ in Crore
Revenue from operations		3,295		2,933
Other operating income		51		40
Other income		20		27
<b>Total income</b>		<b>3,366</b>		<b>3,000</b>
Cost of goods sold		1,577		1,873
Employee benefits expense		553		796
Finance costs		996		1,367
Depreciation and amortisation expense		258		419
Other expenses		681		1,163

Particulars	March 31, 2021	March 31, 2020
<b>Total expenses</b>	<b>4,066</b>	<b>5,618</b>
<b>Profit/ (loss) before exceptional items and tax</b>	<b>(700)</b>	<b>(2,618)</b>
Exceptional gain/ (loss)	805	(66)
Tax expense	(5)	(7)
Share of profit/ (loss) of associate and joint ventures	3	(1)
<b>Net profit/ (loss) for the year</b>	<b>103</b>	<b>(2,692)</b>

Principal components of results of operations

#### 1. Revenue from operations

Revenue from operations stood at ₹ 3,295 Crore as compared to ₹ 2,933 Crore in the previous year. The marginal increase is mainly due to volumes picked up for the industry and the Group.

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

COGS as a percentage of revenue from operations has increased to 47.9% during the year as compared to 63.9% in the previous year which was adversely effected by provisions. The improved ratio reflects product and revenue mix and continuous effort by the Group in enhancing revenue and gross profit through development and sale of new WTG model, COGS reduction through value engineering and improved efficiency across the value chain.

#### 3. Employee benefits expense

Employee benefits expense have reduced to ₹ 553 Crore from ₹ 796 Crore in the previous year. There is reduction in cost primarily on account of substantial reduction in manpower strength in US subsidiary due to termination of OMS contracts with customers, cost optimisation undertaken as part of Resolution Plan and certain onetime cost reduction measures undertaken pursuant to impact of Covid 19.

#### 4. Finance cost

Finance cost has reduced to ₹ 996 Crore as compared to ₹ 1,367 Crore in the previous year, mainly on account of implementation of Resolution Plan towards restructuring of debt as explained in Note 4 and 23 of the consolidated financial statements.

#### 5. Depreciation and amortization expense

Depreciation and amortization expense reduced to ₹ 258 Crore as compared to ₹ 419 Crore. The expense in previous year was higher on account of impairment losses of ₹ 150 Crore.

#### 6. Other expenses

Other expenses (excluding exchange differences) has reduced to ₹ 677 Crore as compared to ₹ 726 Crore in the previous year. The reduction is primarily on account of reduced operating cost under Covid 19 and control over fixed cost. The expense for exchange differences has reduced significantly to ₹ 4 Crore as compared to ₹ 437 Crore in the previous year and majority of the same is notional.

#### 7. Profit / (loss)

The consolidated EBITDA before exchange differences expense is ₹ 539 Crore (16.4%) as compared to EBITDA loss of ₹ 423 Crore in the previous year. The consolidated EBITDA after exchange difference is ₹ 534 Crore as compared to EBITDA loss of ₹ 859 Crore in the previous year. The same can be attributed to continued good operating performance in OMS despite Covid 19, higher sales volumes of WTGs, fixed cost reduction and operational efficiencies in the business. Similarly consolidated EBIT is ₹ 276 Crore as compared to EBIT loss of ₹ 1,278 Crore in the previous year.

Loss before tax and exceptional item stands at ₹ 700 Crore as compared to loss of ₹ 2,618 Crore in the previous year. There is gain in exceptional items of ₹ 805 Crore during the year primarily on account of gain on extinguishment of FCCB as compared to loss of ₹ 66 Crore in the previous year. Net profit after tax stands at ₹ 100 Crore as compared to loss of ₹ 2,691 Crore in the previous year. Share of profit of associate and joint ventures is ₹ 3 Crore as compared to loss of less than ₹ 1 Crore in the previous year.

As a result of the foregoing factors, net profit for the year stands at ₹ 104 Crore as compared to net loss of ₹ 2,692 Crore in the previous year.

#### E. Key financial ratios

Particulars	March 31, 2021	March 31, 2020
Debtors turnover ratio <sup>\$</sup>	2.58	1.81
Inventory turnover ratio <sup>*</sup>	0.75	0.75
Interest coverage ratio <sup>#</sup>	0.29	(0.99)
Current ratio <sup>#</sup>	1.27	0.28
Debt-equity ratio <sup>#</sup>	(2.02)	(1.19)
Operating profit margin (%) <sup>^</sup>	16.22	(29.31)
Net profit margin (%) <sup>^</sup>	3.14	(91.77)
Return on net worth (%) <sup>#</sup>	(3.05)	24.38

\* There is no significant change (i.e. change of more than 25% as compared to the immediately previous financial year) in the key financial ratios.

<sup>\$</sup> During the year, sales volume picked up due to better liquidity conditions and also improved realisation of receivables.

<sup>\*</sup> During the year, pursuant to implementation of Resolution Plan as explained in Note 4 and 23 of consolidated financial statements, borrowings have been restructured and interest cost has been reduced and consequently there is improvement in interest coverage ratio, current ratio and debt equity ratio.

<sup>^</sup> With increased volumes and operational efficiencies on cost control, there is improvement in operating profit margin and net profit margin.

### **Detailed explanation of ratios**

#### **1. Debtors turnover ratio**

The above ratio is used to quantify a Company's effectiveness in collecting its receivables or money owed by customers. It is calculated by dividing turnover by average trade receivables.

#### **2. Inventory turnover ratio**

Inventory turnover is the number of times a Company sells and replaces its inventory during a period. It is calculated by dividing cost of goods sold by average inventory.

#### **3. Interest coverage ratio**

The interest coverage ratio measures how many times a Company can cover its current interest payment with its available earnings. It is calculated by dividing earnings before interest and tax ('EBIT') by interest cost.

#### **4. Current ratio**

The current ratio is a liquidity ratio that measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities.

#### **5. Debt-equity ratio**

The ratio is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing a Company's total debt by its shareholder's equity.

#### **6. Operating profit margin**

Operating profit margin is a profitability ratio used to calculate the percentage of profit a Company generates from its operations. It is calculated by dividing the EBITDA by turnover.

#### **7. Net profit margin**

The net profit margin is equal to how much net profit is generated as a percentage of revenue. It is calculated by dividing the net profit for the year by turnover.

#### **8. Return on net worth**

It is a measure of profitability expressed in percentage. It is calculated by dividing the net profit for the year by shareholder's equity.

### **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 its 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;
- Changes in the laws and regulations that apply to the wind energy industry, including tax laws

Place : Pune  
Date : June 29, 2021

For and on behalf of the Board of Directors

Tulsi R.Tanti

Chairman & Managing Director

DIN : 00002283

# CORPORATE GOVERNANCE REPORT

For the financial year ended March 31, 2021

[As required under the Securities and Exchange Board of India (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 conform 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, and end to end integrated renewable energy solutions to its 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 March 31, 2021 and as on date of this Report, the Board comprises of ten Directors, out of which two are Executive Directors, three are Non-executive Directors (including one Nominee Director) and five are Independent Directors (including one Woman Independent Director). As on March 31, 2021 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 one Woman Director, not less than fifty per cent 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 (the "Act").

**Independent Directors** – In terms of Section 149(7) of the Act, Mr. Marc Desaedeleer, Mr. Per Hornung Pedersen, Mr. Sameer Shah, Mrs. Seemantini Khot and Mr. Gautam Doshi, 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 Act and the Listing Regulations. The Board confirms that in its opinion the Independent Directors fulfil the conditions specified in terms of the Act 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. During the year under review and up to the date of this Report, none of the Independent Directors have resigned from directorship of the Company.

**Confirmation regarding membership / chairmanship of committees** – All the Directors have certified that they are not members of more than ten mandatory committees and do not act as chairperson 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** – During the FY 21, the Board met six times on April 18, 2020, July 6, 2020, August 24, 2020 (adjourned to and held and concluded on August 28, 2020), October 16, 2020, November 10, 2020 and February 4, 2021. The gap between any two Board meetings did not exceed one hundred and twenty days. Apart from various 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 Act.

**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, 2021, are as under:

Name of the Director	Category	Attendance at meetings held during the FY 21		Total no. of Directorships as on March 31, 2021	Total no. of membership of the committees of Board as on March 31, 2021		Total no. of chairmanship of the committees of Board as on March 31, 2021	
		Board	25 <sup>th</sup> AGM on September 25, 2020		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	6 (out of 6)	Yes	1	1	4	-	4
Mr. Vinod R.Tanti, Promoter DIN: 00002266	Wholetime Director & Chief Operating Officer	6 (out of 6)	Yes	5	6	9	2	2
Mr. Girish R.Tanti, Promoter DIN: 00002603	Non-executive Director	6 (out of 6)	Yes	1	-	2	-	-
Mr. Marc Desaedeleer DIN: 00508623	Independent Director	6 (out of 6)	Yes	1	1	1	-	1
Mr. Per Hornung Pedersen DIN: 07280323	Independent Director	6 (out of 6)	Yes	6	7	7	2	-
Mr. Rakesh Sharma, a nominee of State Bank of India DIN: 06695734	Non-executive Director	6 (out of 6)	Yes	3	-	-	-	-
Mr. Sameer Shah DIN: 08702339	Independent Director	6 (out of 6)	Yes	1	-	-	-	-
Mrs. Seemantinee Khot, DIN: 07026548	Independent Director	6 (out of 6)	Yes	3	-	1	-	-
Mr. Gautam Doshi <sup>1</sup> DIN: 00004612	Independent Director	5 (out of 5)	Yes	4	4	2	3	-
Mr. Hiten Timbadia <sup>2</sup> DIN: 00210210	Non-executive Director	3 (out of 3)	Yes	2	1	1	1	1

<sup>1</sup> Mr. Gautam Doshi was appointed as an Independent Director w.e.f. May 4, 2020.

<sup>2</sup> Mr. Hiten Timbadia was appointed as a Non-executive Director w.e.f. August 29, 2020.

Notes -

- i) While considering the total number of directorships, directorships in private companies, foreign companies and companies incorporated under Section 8 of the Act 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.

**Disclosures pertaining to directorships in other listed entities –** The information pertaining to name of listed companies in which director is a director is as under:

Sr. No.	Name of Director	Names of other listed companies where the concerned Director is a Director as on March 31, 2021	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. Per Hornung Pedersen	PNE Wind AG, Cuxhaven, Germany (Frankfurt)	Chairman
6.	Mr. Rakesh Sharma	None	N.A.
7.	Mr. Sameer Shah	None	N.A.
8.	Mrs. Seemantinee Khot	None	N.A.
9.	Mr. Gautam Doshi	Sun Pharmaceutical Industries Limited	Independent Director
10.	Mr. Hiten Timbadia	Manugraph India Limited	Independent Director

**Skills / expertise / competencies of the Board of Directors** – The Table-I below summarises the broad list of core skills / expertise / competencies identified in the context of the Company's business/sector:

**Table I – List of identified core skills / expertise / competencies**

A.	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
B.	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
C.	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.
D.	Leadership and communication	Leadership experience in a sizeable enterprise, resulting in a practical understanding of organizations, processes, strategic planning, risk management, demonstrated strengths and effective communication.
E.	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
F.	Sustainability, HSE & CSR	Experience or knowledge about Sustainability, Health, Safety and Environment practices including corporate social responsibility

The Table II below summarises the core skills / expertise / competencies possessed by each Board member. It is hereby clarified that while the Board members possess the skills identified as per Table I above, their area of core expertise is set out below in Table II:

**Table II - Skills / expertise / competencies possessed by each director**

1.	Mr. Tulsi R.Tanti	(A) Business and strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication; (E) Industry and technology; (F) Sustainability, HSE & CSR
2.	Mr. Vinod R.Tanti	(A) Business and strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication; (E) Industry and technology; (F) Sustainability, HSE & CSR
3.	Mr. Girish R.Tanti	(A) Business and strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication; (E) Industry and technology; (F) Sustainability, HSE & CSR
4.	Mr. Marc Desaedeleer	(A) Business and strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication; (E) Industry and technology
5.	Mr. Per Hornung Pedersen	(A) Business and strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication; (E) Industry and technology
6.	Mr. Rakesh Sharma	(B) Financial; (C) Board service and governance; (D) Leadership and communication; (E) Industry and technology
7.	Mr. Sameer Shah	(A) Business and Strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication
8.	Mrs. Seemantinee Khot	(C) Board service and governance; (D) Leadership and communication; (E) Industry and technology; (F) Sustainability, HSE & CSR
9.	Mr. Gautam Doshi	(A) Business and strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication
10.	Mr. Hiten Timbadia	(A) Business and strategic acumen; (B) Financial; (C) Board service and governance; (D) Leadership and communication

**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 the website of the Company ([www.suzlon.com](http://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, 2021 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 Company has in place the code of practices and procedures for fair disclosure of unpublished price sensitive information (“UPSI”) and the code of conduct to regulate, monitor and report trading by insiders (“Insider Trading Code”) in terms of Regulation 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) respectively. During the year under review, the Insider Trading Code was amended w.e.f. February 5, 2021 to bring it in conformity with the amended SEBI PIT Regulations. The Code of practices and procedures for fair disclosure of UPSI and the Insider Trading Code of the Company have been posted on the website of the Company ([www.suzlon.com](http://www.suzlon.com)).

**Familiarisation programme** – In terms of the provisions of Regulation 25 of the Listing Regulations, the Company has put in place a familiarisation programme for newly inducted Independent Directors. The same is available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)).

**Separate meeting of Independent Directors** – In accordance with the provisions of Schedule IV of the Act and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors was held on June 24, 2020 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 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 Act 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 Act and Regulation 18 of the Listing Regulations.

**Composition** – As on March 31, 2021 and as on date of this Report, the Audit Committee comprises of three members out of which two are Independent Directors including the Chairman and one is an Executive Director. The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations as on March 31, 2021 and as on date of this Report.

The Chairman & Managing Director, Chief Executive Officer, 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 attended the Twenty Fifth Annual General Meeting of the Company held on September 25, 2020 held through Video Conferencing.

**Meetings and attendance** – During the FY 21, the Audit Committee met four times on July 6, 2020, August 24, 2020 (adjourned to and held and concluded on August 28, 2020), November 10, 2020 and February 4, 2021.

In view of COVID pandemic, the Ministry of Corporate Affairs vide its Circular dated March 24, 2020 and the Securities and Exchange Board of India ("SEBI") vide its Circular dated March 19, 2020 read with Circular dated June 26, 2020 had granted one time relaxation whereby gap between two consecutive meetings of the board / committees may extend beyond one hundred twenty days. Accordingly, the Audit Committee meeting held on July 6, 2020 was held with a gap of more than one hundred twenty days. Except for this, the gap between any two Audit Committee meetings did not exceed one hundred twenty days.

The composition and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Per Hornung Pedersen	Chairman	4 (out of 4)
Mr. Marc Desaedeleer	Member	4 (out of 4)
Mr. Vinod R.Tanti	Member	4 (out of 4)

**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 SEBI PIT Regulations and verify that the systems for internal control pertaining to Insider Trading are adequate and operating effectively;
- (21) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (22) carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
- (23) 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 Act and Regulation 20 of the Listing Regulations.

**Composition** – As on March 31, 2021 and as on 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 Act and Regulation 20 of the Listing Regulations as on March 31, 2021 and as on date of this Report.

**Meetings and attendance** – During the financial year 2020-21, the Stakeholders Relationship Committee met once on November 9, 2020. The composition and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Per Hornung Pedersen	Chairman	0 (out of 1)
Mr. Tulsi R.Tanti	Member	1 (out of 1)
Mr. Vinod R.Tanti	Member	1 (out of 1)

The Chairman of the Stakeholders Relationship Committee attended the Twenty Fifth Annual General Meeting of the Company held on September 25, 2020 held through Video Conferencing.

**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 Act and 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** – Mrs. Geetanjali S.Vaidya, Company Secretary (M.No.A18026), is the Compliance Officer of the Company. The Compliance Officer can be contacted at the corporate office of the Company at: One Earth, Hadapsar, Pune- 411028, Maharashtra, India; Tel.: +91.20.6702 2000; Fax: +91.20.6702 2100; 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 the investors.

**Status of investors' complaints –**

Particulars	Opening balance as on April 1, 2020	Received during FY 21	Disposed during FY 21	Pending as on March 31, 2021
Non receipt of refund orders	-	-	-	-
Non receipt of electronic credit of shares	-	-	-	-
Non receipt of dividend warrants	-	7	7	-
Non receipt of shares	-	-	-	-
Non receipt of remat share certificate	-	-	-	-
Non receipt of annual reports	-	-	-	-
Complaints through NSE / BSE stock exchanges	-	1	1	-
Complaints through SEBI / SCORES	-	-	-	-
Complaints from legal / consumer forums	-	-	-	-
<b>Total</b>	<b>-</b>	<b>8</b>	<b>8</b>	<b>-</b>

There were no complaints pending for more than seven days.

- 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 Act and Regulation 19 of the Listing Regulations.

**Composition** – As on March 31, 2021 and as on date of this Report, the Nomination and Remuneration Committee comprises of three members, out of whom two 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 Act and Regulation 19 of the Listing Regulations as on March 31, 2021 and as on date of this Report.

**Meetings and attendance** – During the FY 21, the Nomination and Remuneration Committee met once on August 24, 2020. The composition and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Marc Desaedeleer	Chairman	1(out of 1)
Mr. Per Hornung Pedersen	Member	1(out of 1)
Mr. Girish R.Tanti	Member	1(out of 1)

The Chairman of the Nomination and Remuneration Committee attended the Twenty Fifth Annual General Meeting of the Company held on September 25, 2020 through Video Conferencing.

**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 Act and 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 Act and Regulation 19 of the Listing Regulations, the ‘Board Diversity and Remuneration Policy’ as approved by the Board of Directors is available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)).

**Executive Directors** – The remuneration paid to Executive Directors during the financial year 2020-21 is as under:

Name of Executive Director	Salary (₹) including value of perquisites	Retirement benefits (₹)	Gratuity (₹)	Bonus / Commission / Stock option	Total (₹)	Service Contract	Notice Period
Mr. Tulsi R.Tanti <sup>1</sup>	1,96,39,605	12,42,000	5,18,400	-	2,14,00,005	Five years up to March 31, 2022	-
Mr. Vinod R.Tanti <sup>2</sup>	1,44,35,040	8,28,000	3,36,960	-	1,56,00,000	Three years up to September 30, 2022	-

<sup>1</sup>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 2020-21, the remuneration paid to Mr. Tulsi R.Tanti has been restricted to ₹ 2,14,00,005/-, i.e. within the limits prescribed under Schedule V to the Act, as permitted in terms of the shareholders’ approval read with the applicable provisions of the Act.

<sup>2</sup>In terms of approval granted by the shareholders of the Company at the Twenty Fourth Annual General Meeting held on September 20, 2019, Mr. Vinod R.Tanti was entitled to a remuneration of ₹ 3,20,00,000/- p.a. plus incentives and perquisites for a period from October 1, 2019 to September 30, 2022. However since the Company has incurred losses during the financial year 2020-21, the remuneration paid to Mr. Vinod R.Tanti for the period from July 1, 2020 to March 31, 2021 has been restricted to ₹ 1,56,00,000/-, i.e. within the limits prescribed under Schedule V to the Act. Further, since the Company was in default in repayment of loan, no remuneration was paid to Mr. Vinod R.Tanti for the period from April 1, 2020 to June 30, 2020.

Note: 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 Act. The details of the sitting fees paid, stock options granted and securities held by the Non-executive Directors during the FY 21 are as under:

Name of the Non-executive Director	Sitting fees (₹)	Stock options granted	Equity shares held as on March 31, 2021	Remarks
Mr. Girish R.Tanti	6,40,000	-	10,00,19,000	-
Mr. Marc Deseadeleer	7,20,000	-	-	-
Mr. Per Hornung Pedersen	7,40,000	-	-	-
Mr. Rakesh Sharma	6,00,000	-	-	-
Mr. Sameer Shah	6,20,000	-	-	-
Mrs. Seemantinee Khot	6,20,000	-	-	-
Mr. Gautam Doshi	5,00,000	-	42,750	Appointed as an Independent Director w.e.f. May 4, 2020
Mr. Hiten Timbadia	3,00,000	-	2,18,000	Appointed as a Non-executive Director w.e.f. August 29, 2020

Note: The Non-executive Directors do not hold any convertible instruments in the Company.

**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 annual evaluation has been carried out through a questionnaire having qualitative parameters in terms of the provisions of the Act, Regulation 17 and 25 of the Listing Regulations and the 'Board Diversity and Remuneration Policy' of the Company. The performance of individual directors (including independent directors) 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, 2021 and as on date of this Report, the Securities Issue Committee comprises of two members both of whom are Executive Directors.

**Meetings and attendance** – During the financial year 2020-21, the Securities Issue Committee met seven times on April 6, 2020, May 19, 2020, June 27, 2020, July 14, 2020, August 17, 2020, October 12, 2020 and November 20, 2020. The composition and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Tulsi R.Tanti	Chairman	7 (out of 7)
Mr. Vinod R.Tanti	Member	7 (out of 7)

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

- (1) 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;
- (2) to take initiatives for liability management including debt reduction initiatives;
- (3) 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% Foreign Currency Convertible Bonds due 2016;
- (4) 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;
- (5) 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;
- (6) 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;
- (7) 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, 2021 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 2020-21, 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 Act.

**Composition** – As on March 31, 2021 and as on date of this Report, the CSR Committee comprises of three members out of whom the Chairman is an Executive Director and two other members are Non-executive Directors (including one Independent Director).

**Meetings and attendance** – During the financial year 2020-21, the CSR Committee met once on February 3, 2021. The composition and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Tulsi R.Tanti	Chairman	1(out of 1)
Mr. Girish R.Tanti	Member	1(out of 1)
Mr. Per Hornung Pedersen	Member	1(out of 1)

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

- (1) 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 Act, as amended, read with Rules framed thereunder;
- (2) recommend the amount of expenditure to be incurred on such activities; and
- (3) 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](http://www.suzlon.com)). The Annual Report on CSR Activities as required to be given under Section 135 of the Act 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](http://www.suzlon.com)).

**Composition** – As on March 31, 2021, the Risk Management Committee comprises of three members out of whom two are Executive Directors, and the other member is the Group Chief Executive Officer. During the year under review, the Risk Management Committee was reconstituted w.e.f. November 10, 2020 by inducting Mr. Ashwani Kumar, Group Chief Executive Officer as member in place of Mr. J.P.Chalasani who ceased to be a member of the Risk Management Committee w.e.f. July 7, 2020. Post March 31, 2021, the Risk Management Committee was reconstituted w.e.f. May 29, 2021 by inducting Mr. Sameer Shah, Independent Director as the member. As on date of this Report, the Risk Management Committee comprises of four members out of whom two are Executive Directors, one is an Independent Director and the fourth member is the Group Chief Executive Officer.

**Meetings and attendance** – During the FY 21, the Risk Management Committee met once on July 6, 2020. The composition and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Tulsi R.Tanti	Chairman	1(out of 1)
Mr. Vinod R.Tanti	Member	1(out of 1)
Mr. J.P.Chalasani <sup>1</sup>	Member	1(out of 1)
Mr. Ashwani Kumar <sup>2</sup>	Member	N.A.
Mr. Sameer Shah <sup>3</sup>	Member	N.A.

<sup>1</sup> Ceased to be a member w.e.f. July 7, 2020

<sup>2</sup> Inducted as a member w.e.f. November 10, 2020

<sup>3</sup> Inducted as a member w.e.f. May 29, 2021

**Terms of reference** – The broad terms of reference of Risk Management Committee includes the following:

- (1) To formulate a detailed risk management policy which shall include (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee (b) measures for risk mitigation including systems and processes for internal control of identified risks (c) business continuity plan;
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- (7) To deal with such other functions, inter alia including cyber security and monitoring and reviewing of the risk management plan, and would have such role and responsibilities as may be required and stipulated in terms of the Listing Regulations / the Act and as may be specified by the Board of Directors from time to time.

#### 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 and AGM no.	Venue	Day, date and time	Special resolutions passed
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.	<ul style="list-style-type: none"> <li>None</li> </ul>
2018-19 Twenty Fourth AGM	J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015	Friday, September 20, 2019 at 11.00 a.m.	<ul style="list-style-type: none"> <li>To re-appoint Mr. Marc Desaedeleer as an Independent Director for a second term of 5 (five) years</li> <li>To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 (five) years</li> <li>To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 (five) years</li> <li>To re-appoint Mr. Vinod R.Tanti as the Wholetime Director &amp; Chief Operating Officer of the Company for a further term of 3 (three) years</li> </ul>
2019-20 Twenty Fifth AGM	Meeting held through Video Conferencing / Other Audio Visual Means (VC / OAVM)	Friday, September 25, 2020 at 11.00 a.m.	<ul style="list-style-type: none"> <li>To re-appoint Mr. Per Hornung Pedersen as an Independent Director for a second term of five years</li> <li>To approve payment of remuneration to Mr. Vinod R.Tanti, the Wholetime Director &amp; Chief Operating Officer of the Company</li> <li>To amend the Articles of Association of the Company</li> <li>To issue redeemable non-convertible debentures on private placement basis</li> </ul>

During the previous year, in terms of notice dated February 27, 2020, the Company had convened an extra ordinary general meeting ("EGM") of the shareholders of the Company which was scheduled to be held on March 24, 2020. However, the EGM could not be held on the scheduled date in light of nationwide lock down imposed in view of the pandemic situation of COVID-19 and was postponed twice and eventually cancelled on April 15, 2020. The Company then initiated postal ballot process for obtaining the approval of the shareholders for all the items as were proposed to be considered at the EGM, the details of which are given below.

- ii) **Details of resolutions passed by way of postal ballot** – None of the resolutions proposed for the ensuing Annual General Meeting need to be passed through postal ballot. During the year under review, the Company had conducted postal ballot process in terms of Postal Ballot Notice dated April 18, 2020 for obtaining approval of shareholders on various matters. Mr. Ravi Kapoor, Practicing Company Secretary (Membership No.F2587 and Certificate of Practice No.2407), Ahmedabad, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. As per the Scrutinizer's report, following is the summary of the voting results:

Sr. No.	Agenda Items of the Postal Ballot Notice dated April 18, 2020	Resolution required	Votes in favour	Votes against	Result
1.	To approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company	Ordinary Resolution	230,57,16,792 (95.88%)	9,91,48,507 (4.12%)	Passed with requisite majority
2.	To approve issue of equity shares of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries	Special Resolution	239,62,17,393 (99.64%)	86,45,060 (0.36%)	Passed with requisite majority
3.	To approve issue of optionally convertible debentures of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries	Special Resolution	239,62,03,569 (99.64%)	86,65,960 (0.36%)	Passed with requisite majority
4.	To approve issue of convertible warrants of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries	Special Resolution	239,62,73,602 (99.64%)	85,72,012 (0.36%)	Passed with requisite majority
5.	To consider in-principle approval for conversion of loan to equity	Special Resolution	237,93,79,515 (98.94%)	2,54,75,841 (1.06%)	Passed with requisite majority
6.	To approve issue of equity shares / equity linked instruments	Special Resolution	239,63,09,903 (99.64%)	85,63,281 (0.36%)	Passed with requisite majority
7.	To approve divestment / dilution / disposal of the Company's investment(s) / asset(s) / undertaking(s)	Special Resolution	228,37,12,103 (94.97%)	12,09,21,593 (5.03%)	Passed with requisite majority
8.	To approve issue of equity shares of the Company on preferential basis to the Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations	Special Resolution	239,60,91,514 (99.64%)	87,45,122 (0.36%)	Passed with requisite majority

Sr. No.	Agenda Items of the Postal Ballot Notice dated April 18, 2020	Resolution required	Votes in favour	Votes against	Result
9.	To approve issue of compulsorily convertible debentures of the Company on preferential basis to certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations	Special Resolution	239,60,83,390 (99.64%)	87,47,579 (0.36%)	Passed with requisite majority
10.	To amend the Articles of Association of the Company	Special Resolution	239,60,10,320 (99.64%)	86,35,945 (0.36%)	Passed with requisite majority

**Notes:**

1. All the aforesaid resolutions for which approval of the shareholders was sought by way of Postal Ballot in terms of the Postal Ballot Notice dated April 18, 2020, the results of which have been declared on May 19, 2020, are deemed to be passed on the last date specified for e-voting, i.e. May 18, 2020, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.
2. The detailed results of Postal Ballot are available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)).

**Procedure of Postal Ballot** – The Postal Ballot process was conducted in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs.

**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](http://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](http://www.suzlon.com)).
- The Company has entered into various transactions with related parties as defined under Section 2(76) of the Act in the ordinary course of business and on arm’s length basis; in accordance with the provisions of the Act 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 website of the Company ([www.suzlon.com](http://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 Shangvi Family and Associates, under Chapter VII – “Preferential Issue” of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the proceeds thereof have been utilised in terms of the objects of the issue. Further, during the year under review, the Company has inter alia allotted equity shares and compulsorily convertible debentures on preferential basis to certain persons / entities including promoters and the proceeds thereof have been partially utilised for creation of debenture redemption reserve, restructuring and issue related expenses, general corporate purpose including build-up of new inventory / other requirements for WTG orders, critical vendor and regulatory payments, salary overdue, which is 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 Chief Financial Officer** – The requisite certificate required to be given under Regulation 17(8) read with Part B of Schedule II of the Listing Regulations was placed before the Board of Directors of the Company at their meeting held for approval of financial statements for the year under review. Since the Chief Financial Officer has resigned prior to finalisation of the accounts, the requisite certificate for the financial year 2020-21 has been signed by the Group Chief Executive Officer.
- 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 except the following:
  - Each of the National Stock Exchange of India Limited and BSE Limited have levied a penalty of ₹ 3,75,000/- plus GST for a period from January 1, 2020 till March 15, 2020 for non-appointment of requisite number of Independent Directors including one Woman Director in terms of the Listing Regulations. The Company had already rectified the non-compliance by appointing requisite number of independent directors (including woman director) during the year 2019-20 and is fully compliant with the requirement pertaining to appointment of requisite number of independent directors (including woman director) w.e.f. March 16, 2020. The penalty imposed by both the stock exchanges has also been paid within stipulated time.
  - During the year under review, SEBI has appointed the Forensic Auditor to carry out forensic audit with respect to the financial statements of the Company. The Company has submitted the required details to the Forensic Auditor.
  - 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 the then Compliance Officer for alleged non-reporting of certain events in the past. The Company did not believe that any penalty was warranted and had filed an appeal before the Honourable Securities Appellate Tribunal (“SAT”),

Mumbai. The matter was finally disposed off on May 3, 2021. SAT while confirming the order of the SEBI with regard to violation of Clause 36 of the Listing Agreement and Clause 3.2 of the Code of Conduct to the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1992, affirmed the penalty imposed upon the Company under Section 23A(a) to the extent of ₹ 5 Lacs and also affirmed the order of the SEBI to the extent of imposition of ₹ 5 Lacs on the Company and the then Company Secretary under Section 15HB of the Securities and Exchange Board of India Act, 1992. The imposition of penalty of ₹1 Crore under Section 23E of the Securities Contracts (Regulation) Act, 1956 was set aside. The Company has duly complied with the said order and paid the requisite penalty of ₹ 10 Lacs.

- ix) Payment of fees to stock exchanges / depositories** – The Company has paid listing fees to the stock exchanges and annual custodial fees to the Depositories for the financial year 2021-22 in terms of the Listing Regulations. The listing fees to the stock exchanges and annual custodial fees to the Depositories for the financial year 2020-21 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, 2021, 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** – The Company is not mandatorily required to have separate posts of chairperson and chief executive officer, still however, as on March 31, 2021, Mr. Tulsi R.Tanti was the Chairman & Managing Director of the Company and Mr. Ashwani Kumar was the Group Chief Executive Officer of the Company.

- xi) Whistle Blower Policy** – In terms of Regulation 22 of the Listing Regulations and the Act, the Company has Whistle Blower Policy and Vigil Mechanism in place, which is available on its website ([www.suzlon.com](http://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](http://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 financial year, i.e. as on April 1, 2020	112	9,800
Number of shareholders who approached to Listed entity / Registrar for transfer of shares from suspense account during the financial year 2020-21	-	-
Number of shareholders to whom shares were transferred from suspense account during the financial year 2020-21	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the financial year i.e. as on March 31, 2021	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 financial year, the same to be disclosed along with reasons thereof** – During the financial year 2020-21, 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 ₹ 2.15 Crore.

**xviii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013 –**  
The details are as under:

Sr. No.	Particulars	No. of cases
a.	No. of complaints filed during the financial year 2020-21	Nil
b.	No. of complaints disposed of during the financial year 2020-21	Nil
c.	No. of complaints pending as on end of the financial year 2020-21	Nil

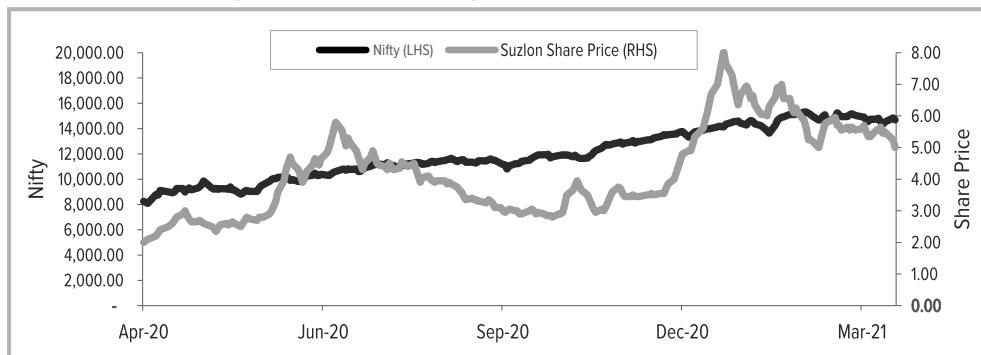
**6. General shareholder information**

i)	<b>Annual General Meeting</b>	: Twenty Sixth Annual General Meeting	
	Day and date	: Friday, September 24, 2021	
	Time	: 11:00 a.m. (IST)	
	Venue	: Not applicable since meeting is being held through Video Conferencing / Other Audio Visual Means (VC / OAVM)	
ii)	<b>Financial calendar for 2020-21</b>	<b>(tentative schedule)</b>	
	Financial year	: April 1 to March 31	
	Board meetings for approval of quarterly results:		
	1 <sup>st</sup> quarter ended on June 30, 2021	: within forty five days from the close of quarter or such extended date as may be permitted by the Regulator	
	2 <sup>nd</sup> quarter ended on September 30, 2021	: within forty five days from the close of quarter or such extended date as may be permitted by the Regulator	
	3 <sup>rd</sup> quarter ended on December 31, 2021	: within forty five days from the close of quarter or such extended date as may be permitted by the Regulator	
	4 <sup>th</sup> quarter ended on March 31, 2022 and Annual results for financial year ended March 31, 2022 (audited)	: Within sixty days from the close of financial year or such extended date as may be permitted by the Regulator	
	Annual General Meeting for the year 2021-22	: In accordance with Section 96 of the Act	
iii)	<b>Book closure date</b>	: Saturday, September 18, 2021 to Friday, September 24, 2021 (both days inclusive)	
iv)	<b>Dividend payment date</b>	: N.A.	
v)	<b>Listing on stock exchanges and stock codes:</b>		
	<b>Securities</b>	<b>Name of stock exchanges on which listed</b>	<b>Stock codes</b>
	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
	FCCBs	Singapore Exchange Securities Trading Limited, 2, Shenton Way, Suite 19-00, SGX Centre 1, Singapore, 068804	As per details given below
vi)	<b>International Securities Identification Number (ISIN):</b>		
	<b>Security</b>	<b>ISIN</b>	
	Equity shares	INE040H01021	
	Compulsorily Convertible Debentures	INE040H08034	
	Optionally Convertible Debentures	INE040H07028	
	Warrants	INE040H13018	
	FCCBs:		
	USD 546,916,000 Step-up Convertible Bonds due 2019		
	- For Restricted Global Certificates	XS1081332873	
	- For Unrestricted Global Certificates	XS1081332527	
	(This series has been restructured by way of either mandatory conversion into equity shares or exchange of old Bonds with new bonds)		
	USD 35,931,200 Convertible Bonds due 2032 (Restructured Bonds)	XS2200565203	
vii)	<b>Corporate Identification Number :</b> L40100GJ1995PLC025447		
viii)	<b>Market price data:</b> Monthly high, low quotations and trading volumes of the Company's equity shares during the financial year 2020-21 at NSE and BSE are noted below:		

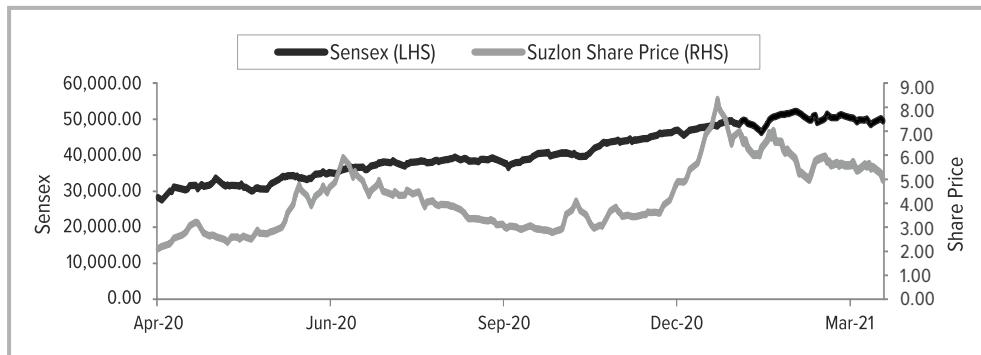
Stock exchange		NSE			BSE		
Month	High	Low	No. of shares traded	High	Low	No. of shares traded	
April-20	3.15	2.00	17,40,60,673	3.37	2.10	9,76,25,981	
May-20	2.90	2.30	17,55,54,025	3.01	2.30	7,44,60,211	
June-20	5.05	2.85	54,17,07,286	5.11	2.86	17,78,44,567	
July-20	6.05	4.20	55,56,46,122	6.19	4.18	19,70,71,416	
August-20	4.65	3.70	35,99,31,918	4.64	3.70	10,93,95,875	
September-20	3.85	2.85	32,04,47,221	3.84	2.85	8,95,01,491	
October-20	4.10	2.70	20,15,38,150	4.09	2.71	10,64,09,562	
November-20	3.80	2.90	20,86,12,866	3.90	2.91	14,07,61,109	
December-20	6.40	3.40	41,79,89,924	6.55	3.44	28,26,43,755	
January-21	8.45	5.75	38,32,21,318	8.68	5.72	27,62,76,747	
February-21	7.05	4.90	65,28,29,311	7.07	4.92	21,74,52,809	
March-21	6.05	5.00	53,01,70,691	6.05	4.98	17,57,44,640	

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

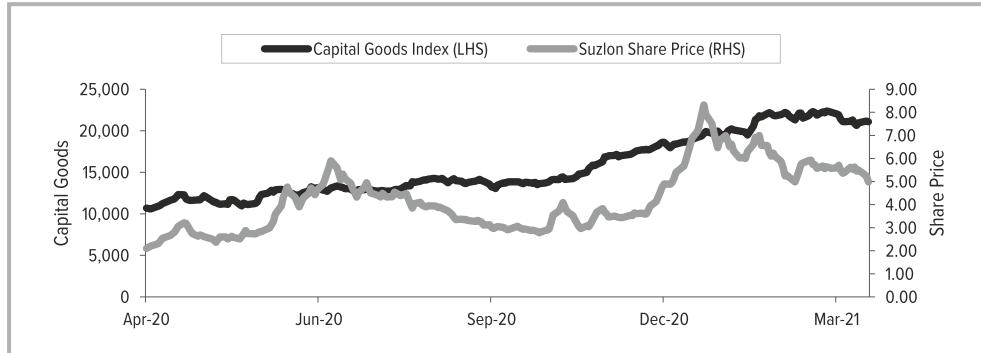
a) **Comparison of the Company's share price with NSE Nifty**



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:** KFin Technologies Private Limited, Unit: Suzlon Energy Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032. Telangana. Toll Free No. 1-800-309-4001; Website: <https://www.kfintech.com> Email: einward.ris@kfintech.com. Contact person: Mr. Anandan K., Manager and Mr. Ganesh Chandra Patro, Senior Manager.
- xi) **Share transfer system:** The shares of the Company are compulsorily traded in dematerialised form. As mandated by SEBI, the shares of the Company can be transferred only in dematerialised form. The Company has delegated the power of share transfer to the Registrar and Share Transfer Agent.

All communications regarding change of address and change of mandate can be addressed to KFin Technologies Private Limited, Hyderabad, the Company's Registrar and Share Transfer Agent.

xii) **Distribution of shareholding as on March 31, 2021:**

a) **Distribution of shareholding as per nominal value of shares held as on March 31, 2021**

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	10,70,643	93.15	71,29,09,749	142,58,19,498	8.38
5001-10000	38,387	3.34	29,33,12,294	58,66,24,588	3.45
10001-20000	19,977	1.74	29,14,64,106	58,29,28,212	3.43
20001-30000	7,098	0.62	17,82,53,997	35,65,07,994	2.10
30001-40000	3,294	0.29	11,68,99,796	23,37,99,592	1.37
40001-50000	2,490	0.22	11,65,98,438	23,31,96,876	1.37
50001-100000	4,130	0.36	30,30,42,225	60,60,84,450	3.56
100001 and above	3,401	0.30	649,55,32,168	1299,10,64,336	76.35
<b>Total</b>	<b>11,49,420</b>	<b>100.00</b>	<b>850,80,12,773</b>	<b>1701,60,25,546</b>	<b>100.00</b>

b) **Shareholding pattern as on March 31, 2021**

Category of shareholders	No. of shares of ₹ 2 each	% of total shares
Promoters / Promoter Group	146,08,61,456	17.17
Foreign Portfolio Investors	35,93,16,268	4.22
Non-resident Indians / overseas corporate bodies / foreign nationals / QIBs	38,92,42,172	4.58
Mutual funds / financial institutions / NBFCs / insurance companies / banks	113,55,74,728	13.35
Private corporate bodies / trusts / clearing members	162,51,23,785	19.10
Resident Indians / HUFs	353,78,94,364	41.58
<b>Total</b>	<b>850,80,12,773</b>	<b>100.00</b>

- 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, 2021 are noted below:

Particulars	No. of shares of ₹ 2 each	% of total shares
Shares held in dematerialised form with NSDL	682,85,51,598	80.26
Shares held in dematerialised form with CDSL	167,93,53,020	19.74
Shares held in physical form	1,08,155	0.00
<b>Total</b>	<b>850,80,12,773</b>	<b>100.00</b>

xiv) **Outstanding convertible instruments, conversion date and likely impact on equity:**

- a) **Foreign Currency Convertible Bonds (FCCBs):** During the year under review, and in terms of Mandatory Conversion Notice issued by the Company to the bondholders of USD 546,916,000 Step-up Convertible Bonds due July 2019, 57,554 bonds were converted into 51,19,92,560 equity shares on July 14, 2020. Further, the Company has restructured the outstanding FCCBs, and new restructured 1,12,285 FCCBs due 2032 were issued by the Company on August 17, 2020 aggregating to USD 35,931,200 at a conversion price of ₹ 2.61. The details of outstanding FCCBs as on March 31, 2021 and as on date of this Report have been provided in the Directors' Report forming part of this Annual Report. The shares to be allotted on conversion of the outstanding FCCBs will aggregate to ~11.08% of the diluted capital of the Company as on March 31, 2021.
- b) **Compulsorily Convertible Debentures (CCDs):** During the year under review, the Company has on June 27, 2020 allotted, on preferential basis under Chapter V of the ICDR Regulations, 4,998 CCDs having a face value of ₹ 1,00,000/- each convertible into 20,39,98,368 equity shares of the Company having a face value of ₹ 2/- each at a conversion price of ₹ 2.45. The shares to be allotted on conversion of CCDs will aggregate to ~1.97% of the diluted capital of the Company as on March 31, 2021.
- c) **Optionally Convertible Debentures (OCDs):** During the year under review, the Company has on June 27, 2020 allotted, on preferential basis under the Debt Resolution Plan, 4,10,000 0.01% OCDs having a face value of ₹ 1,00,000/- each. The shares to be allotted on conversion of OCDs are not ascertainable at this point of time since conversion price would be determined at the time of conversion of OCDs.
- d) **Warrants:** During the year under review, the Company has on June 27, 2020 allotted, on preferential basis under the Debt Resolution Plan, 49,85,88,439 fully paid up Warrants having a face value of ₹ 2/- each convertible into 1 equity share of ₹ 2/- each. The shares to be allotted on conversion of Warrants will aggregate to ~4.81% of the diluted capital of the Company as on March 31, 2021.

**xv) Factory Locations:**

Plot No.H-24 & H-25, M.G. Udyognagar Indl. Estate, Dabhel, Daman-396210	Nacelle Manufacturing unit, Plot No.77, 13, Opp.GDDIC, Vanakbara Road, Village Malala, Diu-362520
Mold Manufacturing unit, Plot No.306/1 & 3, Bhimpore, Nani Daman, Panchal Industrial Estate, Daman-396210	Nacelle Cover Unit, Survey No.86/3 & 4, 87/1-3 & 4, 88/1, 2 & 3, 89/ & 2, Kadiya Road, Daman-396210
Nacelle WTG unit, Survey No.42/2 & 3, 54, 1 to 8, Near Check Post, Village: Dunetha, Daman Bhenslore Road, Nani Daman, Daman-396210	Control Panel Unit Building, Plot No.A/4, OIDC, M.G.Udyog Nagar, Dabhel, Nani Daman, Daman-396210
Manufacturing facility for WTG, Nacelle & Rotor Blade, 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
Rotor Blade Unit, Survey No.588, Village: Paddar, Tal:Bhuj, Dist: Kutch-370105	Rotor Blade Unit, Survey No.282, Chhadvel (Korde), Sakri, Dhule-424305
Nacelle Electrical Vertical, Plot No #02 , Aspen Infrastructure Limited (SEZ), Annur Road, Kittampalayam (PO), Karumathampatti, Coimbatore -641659	Rotor Blade Unit, Khasra No. 165/317/566#, Village – Bhoo, Patwar Circle–Bhoo, Tehsil and District – Jaisalmer, Jaisalmer – 345001
Rotor Blade Unit, Sr. No: 125, 150, 153, and 154, Village: Ipperu, Kuderu Mandal, Dist: Anantapur, Andhra Pradesh – 515711	Rotor Blade Unit, 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- 574111, Karnataka, India	<b>Technical Service Centre</b> - Plot No. H-24 & H-25, M.G. Udyognagar Indl. Estate, Dabhel, Daman – 396210
Nacelle Unit, Plot # 7, Aspen Infrastructure Limited (SEZ), Village: Nadsalu, Padubidri Post, Tal. & Dist.: Udupi - 574 111, Karnataka, India	Tower Unit, Survey No. 367, Near Ankur Salt, NH&A, Village: Chopadva, Tal: Bhachau, Dist. Kutch, Gujarat- 370140

**xvi)** **List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year 2020-21, 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:** During the year under review, the Company's bank facilities / debt instruments have undergone restructuring and there has been a significant change in repayment terms, and hence at the request of the Company, CARE Ratings Limited has withdrawn the ratings assigned to the said facilities (which now stands restructured) with effect from March 8, 2021. As regard the restructured facilities (which is in place now), a 'RP-4' rating has been assigned by the CRISIL and India Ratings & Research, the rating agencies appointed by the consortium of lenders, to the Resolution Plan of the Company.

**xvii) 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

Tulsi R.Tanti  
Chairman & Managing Director  
DIN : 00002283

Place : Pune  
Date : June 29, 2021

## DECLARATION REGARDING COMPLIANCE WITH THE CODE OF ETHICS

June 18, 2021

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, Ashwani Kumar, Group Chief Executive Officer of Suzlon Energy Limited, hereby declare that, as of March 31, 2021, 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-

**Ashwani Kumar,  
 Group Chief Executive Officer.**

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

**TO THE MEMBERS OF  
 Suzlon Energy Limited**

### **INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

This certificate is issued in accordance with the terms of our engagement letter reference no SN/ 2020-21/44 dated 02 February 2021.

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, 2021, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

#### **Managements' Responsibility**

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**

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.

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.

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.

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**

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, 2021.

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)

Jayesh Parmar

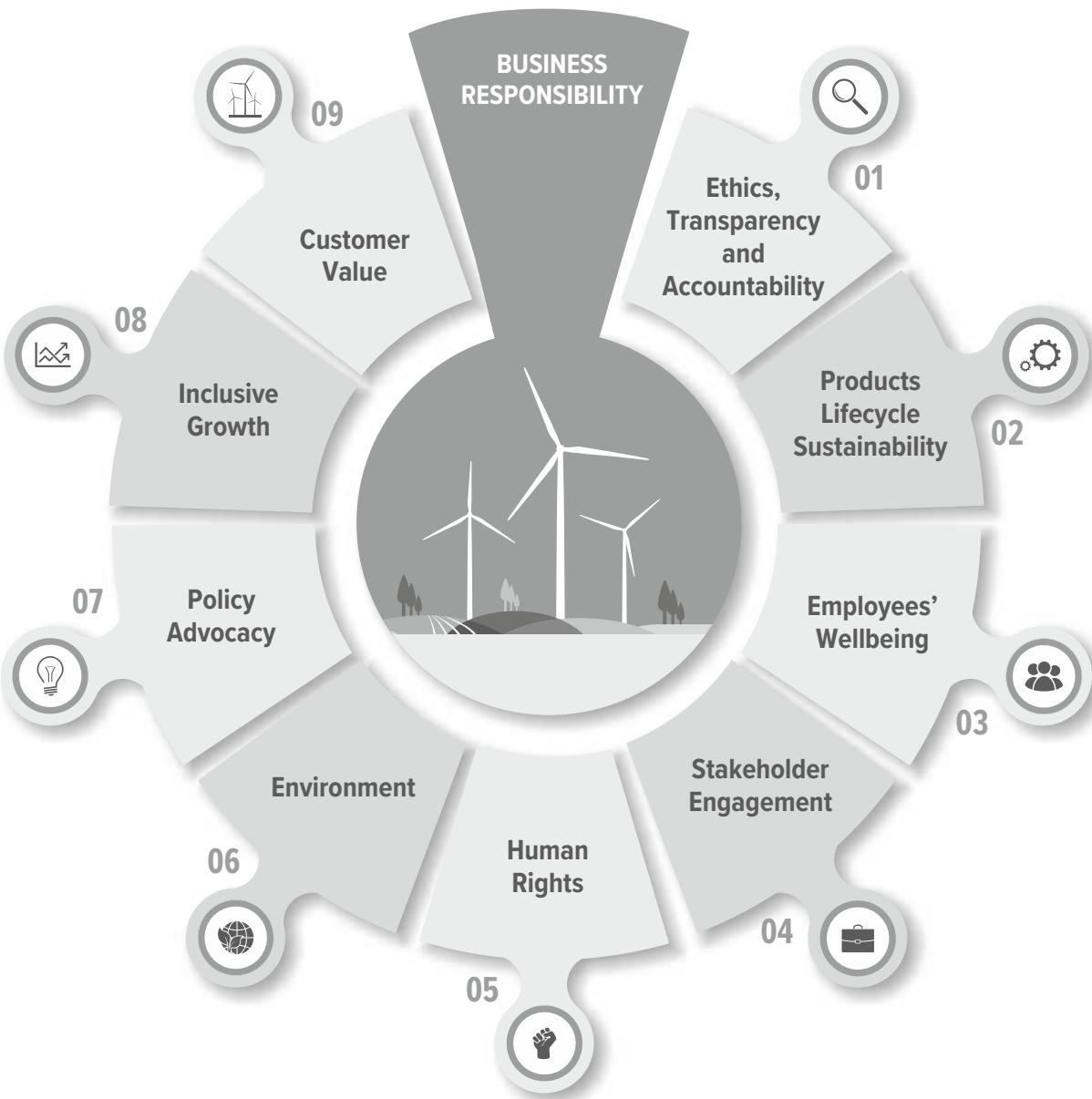
Partner

(Membership No.106388)

(UDIN: 21106388AAAACH4328)

Place : Mumbai  
Date : June 29, 2021

# BUSINESS RESPONSIBILITY REPORT



# BUSINESS RESPONSIBILITY REPORT

for the financial year ended March 31, 2021

[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	<b>SUZLON ENERGY LIMITED</b> (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, 2020 to March 31, 2021
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)	<ul style="list-style-type: none"> <li>1. Sale of wind turbine generators and related components</li> <li>2. Operation and maintenance of wind turbine generators</li> <li>3. Project execution and site infrastructure development</li> </ul>
9.	Total number of locations where business activity is undertaken by the Company	The Company along with its subsidiaries has 14 manufacturing locations, 8 R&D centres and various sites with over 18.9 GW of installed capacity in 18 countries across 6 continents
a)	Number of international locations (provide details of major 5)	Business of the Company along with its subsidiaries is spread out in 17 countries other than India with presence in major markets like Australia, Spain, South Africa and Turkey
b)	Number of national locations	The Company along with its subsidiaries has 14 manufacturing locations, 4 R & D Centres, various site locations spread across in 9 States in India and offices spread across 11 States in India
10.	Markets served by the Company – local / state / national / international	The Company along with its subsidiaries operates in 18 countries across 6 continents

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

Sr. No.	Particulars	Details as on March 31, 2021
1.	Paid-up capital (INR)	₹ 1701.60 Crore divided into 850,80,12,773 equity shares of ₹ 2/- each
2.	Total turnover (INR)	₹ 1,169.14 Crore
3.	Total profit (loss) after taxes (INR)	Loss of ₹ 398.40 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, for list of subsidiaries, refer to Form AOC-1 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 :**

<b>Principle 1:</b>  Business should conduct and govern themselves with ethics, transparency and accountability  <i>Abbreviation - P1</i>	<b>Principle 2:</b>  Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle  <i>Abbreviation - P2</i>	<b>Principle 3:</b>  Business should promote the well-being of all employees  <i>Abbreviation - P3</i>
<b>Principle 4:</b>  Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized  <i>Abbreviation - P4</i>	<b>Principle 5:</b>  Business should respect and promote human rights  <i>Abbreviation - P5</i>	<b>Principle 6:</b>  Business should respect, protect and make efforts to restore the environment  <i>Abbreviation - P6</i>
<b>Principle 7:</b>  Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner  <i>Abbreviation - P7</i>	<b>Principle 8:</b>  Business should support inclusive growth and equitable development  <i>Abbreviation - P8</i>	<b>Principle 9:</b>  Business should engage with and provide value to their customers and consumers in a responsible manner  <i>Abbreviation - P9</i>

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?									<a href="http://www.suzlon.com">www.suzlon.com</a>
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									
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									Not Applicable
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 (one) 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 periodically 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?:** The Company has published its first Sustainability Report for the financial year 2017-18 which is available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)). The Company is furnishing the Business Responsibility Report annually since the financial year 2016-17.

**SECTION E: PRINCIPLE-WISE PERFORMANCE:**

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

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:** 21 complaints pertaining to ethics, transparency and accountability were received during the year under review; of which 47.62% were resolved during the year and remaining are under review since offices remained virtually closed due to lock down declared on account of COVID-19 pandemic.

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

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities:**
  - Scrap generated during manufacture and after completion of useful life of rotor blades is disposed off responsibly.
  - Dust extraction system is in place to avoid release of dust into environment during rotor blades manufacturing process.
  - Painting process for tower manufacture is designed in such a way that, there is no air pollution as a result of this activity.
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 Company has continuous focus on reduction in energy consumption, water conservation and other environmental issues. The Company has also tied-up with cement plants for using scrap generated during production of rotor blade manufacturing as fuel. Thus, the emissions are also avoided at the co-processor's facility by replacing coal with the blade waste for fuel in their cement kilns. For further details please refer to Management Discussion and Analysis Report forming part of this Annual 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. Suzlon 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 off 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; and
  - inspection of site waste management is practiced into regular site health, safety and environmental audits.

**Principle 3: Business should promote the wellbeing of all employees**

1. **Please indicate the total number of employees as at the end of the financial year under review:** The Company has 1,638 permanent employees as at the end of the year under review.
2. **Please indicate the total number of employees hired on temporary / contractual / casual basis as at the end of the financial year under review:** The Company has 357 employees hired on temporary/contractual/casual basis as at the end of the year under review.
3. **Please indicate the number of permanent women employees as at the end of the financial year under review:** The Company has 84 permanent women employees as at the end of the year under review.
4. **Please indicate the number of permanent employees with disabilities as at the end of the financial year under review:** None (based on self-declaration)
5. **Do you have an employee association that is recognised by management?:** No.
6. **What percentage of your permanent employees are members of this recognized employee association as at the end of the financial year under review?:** N.A.
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 financial 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 workforces 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 marginalized stakeholders? If so, provide details thereof, in about 50 words or so:** During the year under review, Suzlon CSR continued to catalyse the social development ecosystem through its unique impact model 'SUZTAIN'. The special initiatives are outlined below:
  - **Zero Garbage** – Managing plastic and wet waste responsibly and sustainably;
  - **Zero Sparrow Deaths** – Creating bird nests, feeders and water troughs;
  - **Zero Waste** – Recyclable waste materials into innovative rural use products;
  - **Zero Darkness** – Lighting up un-electrified households and hamlets;
  - **Zero Malnutrition** – Reducing malnutrition deaths of under-fives with Vitamin A and de-worming tablets;
  - **Zero Drought** – Trees plantation and Water conservation enhancing ground water table;
  - **Zero COVID** – Supporting with devices and materials to prevent COVID infection.

**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 per cent was satisfactorily resolved by the management?:** The Company has not received any complaints pertaining to human rights during the 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, for initiatives taken by the Company to address global environmental issues such as climate change, global warming etc., please refer the website of the Company ([www.suzlon.com](http://www.suzlon.com)).
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:** None.

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

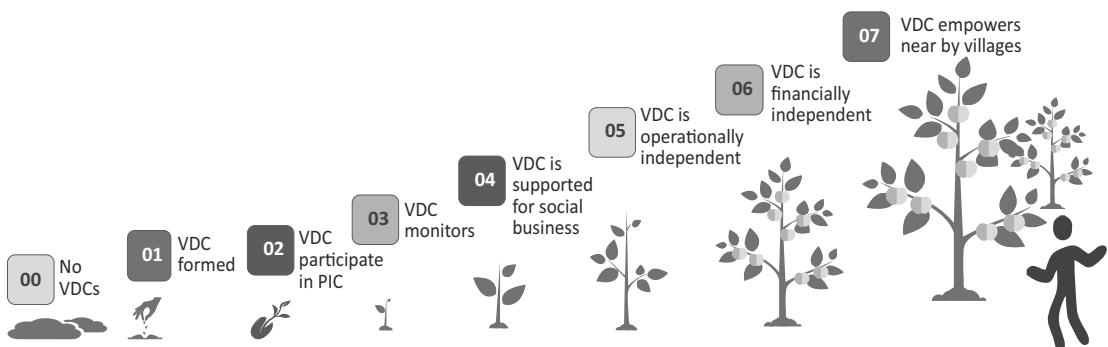
1. Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with: Yes.
 

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)	Indian Wind Power Association (IWPA)
(e)	US-India Business Council (USIBC)
(f)	World Forum Offshore Wind (WFO)
(g)	Indian Renewable Energy Alliance (IREA)
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 neighbourhood 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:



**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 organization?: 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?: A third party external impact assessment is done at periodic intervals. Last external impact assessment was carried out in the financial year 2017-18. In the financial year 2019-20, a third party assessment was done for only one project. In the financial year 2020-21, a third party assessment was not done.
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;
- The theory of change methodology is used;
- 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:** 3% of customer complaints / consumer cases are pending to be resolved at the end of the 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.
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 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 : June 29, 2021

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 financial statements of Suzlon Energy Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2021 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 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, 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") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, 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.

### Emphasis of Matter

We draw attention to note 2.5 (b) of the standalone financial statements, which describes the undetermined circumstances relating to the COVID 19 pandemic and its implications on the management's assessment of the Company's ability to generate sufficient cash flows to meet its financial obligations in the foreseeable future under such undetermined circumstances.

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 year. 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. 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	<p><b>Impairment of investment in equity shares of, and Inter Corporate Deposits given to SE Forge Limited, Suzlon Gujarat Wind Park Limited and Suzlon Power Infrastructure Limited. Refer to Notes 12 and 14 to the standalone financial statements.</b></p> <p>As at 31 March 2021, the carrying amount of investment in equity shares of and Inter Corporate deposits given to SE Forge Limited ('SEFL'), Suzlon Gujarat Wind Park Limited ('SGWPL') and Suzlon Power Infrastructure Limited ('SPIL') amounted to Rs. 581 crores net off impairment losses of Rs. 2,865 crores. The management at each reporting date assesses if there are any further indicators that the investment in and inter corporate deposits given to the subsidiaries are impaired and, if indicators exist, performs an impairment analysis on these investments and Inter corporate deposits by making an estimate of recoverable amount, being the higher of fair value less costs to sell and value in use.</p> <p>The recoverable amount of the investment in and Inter corporate deposits given to subsidiaries are 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 flows, determination of historical trends and the most appropriate discount rate. As a result, the Company recorded a total impairment as on 31 March 2021 of Rs. 2,865 crores (for the year ended 31 March 2021 Nil) against these investments and Inter corporate deposits.</p> <p>We focused on this area due to significant carrying amount of the investments in and inter corporate deposits given to SEFL, SGWPL and SPIL and the significant management judgement and estimates involved in making an estimate of the recoverable amount.</p>	<p>We performed the following principal audit procedures in relation to management's estimation of recoverable amount of investments in and inter corporate deposits given to SEFL, SGWPL and SPIL:</p> <ul style="list-style-type: none"> <li>a) Evaluated the design and implementation and tested the operating effectiveness of the controls relating to management's assessment of impairment indicators and estimation of recoverable amount of investments in and inter corporate deposits given to SEFL, SGWPL and SPIL.</li> <li>b) Evaluated the information based on which the impairment indicators are identified such as financial conditions, order in hands, market condition in which these entities operates.</li> <li>c) Evaluated the cash flow projection by verifying key inputs such as orders in hand, comparing with industry information and against historical figures, performed retrospective review and sensitivity on the key inputs.</li> <li>d) Involved valuation experts to assist in <ul style="list-style-type: none"> <li>• Evaluation of the appropriateness of the model adopted for impairment assessment;</li> <li>• Evaluation of key assumptions including discount rates, long term growth rate based on assessment of information available in public domain; and</li> <li>• Performing 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 investments in and Inter corporate deposits given to SEFL, SGWPL and SPIL to be impaired.</li> </ul> </li> <li>e) Evaluated disclosures made in the Standalone financial statements and the related compliance with the requirements of the applicable accounting standards.</li> </ul>

Sr. No.	Key Audit Matter	Auditor's Response
2	<p><b>Impairment of Property, Plant and Equipment and intangible assets- Refer to Notes 7, 8, 9 and 11 to the standalone financial statements.</b></p> <p>As at 31 March 2021, the carrying amounts of Property Plant and equipment and intangible assets amounted to Rs. 558 crores and 198 crores respectively.</p> <p>As at 31 March 2021, certain Property, plant and equipment ("PP&amp;E") and intangible assets has impairment indicators on account of challenging industry conditions existing in India and financial condition of the Company. The Company's performance and prospects have been impacted, increasing the risk that the PP&amp;E and intangible assets may be impaired. For cash generation units ("CGU") to which these PP&amp;E and intangible belong, 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.</p> <p>Recoverable amounts are based on management's view of variables, such as future expected revenue, future expected revenue growth rate, gross margins, future cash flows, determination of historical trends, and the most appropriate discount rate.</p> <p>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&amp;E and intangible assets of the Company.</p>	<p>We performed the following principal audit procedures in relation to management's assessment of impairment of PP&amp;E and intangible assets:</p> <ul style="list-style-type: none"> <li>a) Evaluated the design and implementation and tested the operating effectiveness of the control relating to management's assessment of impairment indicators for PP&amp;E and intangible assets and determination of recoverable amount.</li> <li>b) Evaluated the appropriateness of management's grouping of these PP&amp;E and intangibles with the relevant CGUs.</li> <li>c) Evaluated the cash flow projection by verifying key inputs such as orders in hand, comparing with industry information and against historical figures, performed retrospective review and sensitivity on the key inputs.</li> <li>d) Involved valuation experts to assist in:- <ul style="list-style-type: none"> <li>• Evaluation of the appropriateness of the model adopted for impairment assessment;</li> <li>• Evaluation of key assumptions including discount rates, long term growth rate based on assessment of information available in public domain; and</li> <li>• Performing 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 PP&amp;E and Intangible assets to be impaired.</li> </ul> </li> <li>e) Evaluated disclosures made in the Standalone financial statements and the related compliance with the requirements of the applicable accounting standards.</li> </ul>
3	<p><b>Recoverability and valuation of allowance for impairment of certain overdue Trade receivables and other financial assets Power evacuation infrastructure receivables ('PE receivables'). Refer Notes 13 and 15 of standalone financial statements.</b></p> <p>The Company had overdue Trade Receivables of Rs. 298 Crores which are outstanding for more than 365 days ('overdue trade receivables') and PE receivables of Rs. 134 Crores as on 31 March 2021.</p> <p>We focused on this area due to the significance of management judgements adopted in assessing the recoverability of overdue trade receivables, PE receivables and determination of expected credit loss</p>	<p>We performed the following principal audit procedures in relation to recoverability of overdue trade receivables and PE receivables of the Company:</p> <ul style="list-style-type: none"> <li>a) Evaluated the design and implementation of the control relating to management's assessment of recoverability and determination of expected credit loss of overdue trade receivables and PE receivables.</li> <li>b) Tested the operating effectiveness of control relating to management's assessment of recoverability and determination of expected credit loss of overdue trade receivables and PE receivables.</li> <li>c) Evaluated reasonableness of the method, assumptions and judgements used by the management with respect to recoverability and determination of expected credit loss of overdue trade receivables and PE receivables.</li> <li>d) Obtain balance confirmation for selected samples and verified the reconciliation for differences, if any.</li> <li>e) Obtained the list of long outstanding receivables and assessed the recoverability of these through inquiry with the management and by obtaining sufficient corroborative evidence to support the conclusion.</li> <li>f) Determine the net exposure after considering the other liabilities payable such as liquidated damages, Provision of Doubtful debt, claims payables to each debtors.</li> <li>g) Assessed the profile of trade receivables and the economic environment applicable to these trade receivables. Evaluated the simplified approach applied by the Company to identify lifetime expected credit losses. In doing so, tested the historical provision rates and an evaluation was carried out for the need for it to be adjusted to reflect relevant, reasonable and supportable information about expected recoveries in the future.</li> <li>h) Compared receipts from debtors after the financial year-end relating to trade receivable balances as at 31 March 2021 with bank statements and/or relevant underlying documentation for selected samples.</li> </ul>
4	<p><b>Accounting of Term Loans, Optionally Convertible Debenture, Equity share and warrants and Financial liabilities towards Compulsory Convertible Preference Shares issued by Suzlon Global services as per Framework Restructuring Agreements ("FRA"). Refer notes 21, 22 and 23 of the standalone financial statements.</b></p> <p>The Company during the year entered in to a Framework restructuring agreement ('FRA') to give effect to the debt resolution plan with its lenders effective from 30 June 2020 (Effective date). As a result, debts aggregating Rs. 12,153 Crores ('original borrowings') of "Suzlon - The Group" which comprises of Suzlon Energy Limited, 3 Subsidiaries i.e. Suzlon Global Services Limited, Suzlon Power Infrastructure Limited, Suzlon Gujarat Wind Park Limited and a joint venture i.e. Suzlon Generators Limited, were restructured as below:</p> <ul style="list-style-type: none"> <li>a) Term loan of Rs. 3,600 Crores (includes Rs. 3,563 Crores pertaining to the Company),</li> <li>b) Optionally Convertible Debentures ('OCD') of Rs. 4,100 Crores issued by the Company,</li> <li>c) Issue of equity shares and share warrants of the Company and</li> <li>d) Issue of Compulsory Convertible Preference Shares ('CCPS') by Suzlon Global Services Limited (a subsidiary of the Company) of Rs. 4,453 Crores ('financial liabilities towards CCPS').</li> </ul>	<p>We performed the following principal audit procedures in relation to accounting of resolution plan and the treatment of resultant difference arising from the such restructuring:</p> <ul style="list-style-type: none"> <li>a) Evaluated the design and implementation and tested the operating effectiveness of the control relating to accounting and measurement of Term loans, OCD, Shares and warrants and financial liabilities towards CCPS and resultant difference on extinguishment of original borrowings as per the terms of FRA.</li> <li>b) Involved internal valuation expert to assist in Valuation of financial liabilities towards CCPS: <ul style="list-style-type: none"> <li>• Evaluation of appropriateness of management's assessments of each exit option and liability arising thereof;</li> <li>• Evaluation of the appropriateness of the model adopted for determining the value of the liability;</li> <li>• Evaluation of key assumptions including discount rates, long term growth rate based on assessment of information available in public domain; and</li> <li>• Performing sensitivity analysis around the key assumptions, to ascertain the extent of change in those assumptions that either individually or collectively would be required for fair valuation of exit option liability.</li> </ul> </li> <li>c) Evaluated the allocation of probability towards various options liability.</li> <li>d) Involved experts to assist in accounting of option liability and difference on extinguishment of original borrowing.</li> </ul>

Sr. No.	Key Audit Matter	Auditor's Response
	<p>The accounting of Term Loans, OCD, equity share and warrants and financial liabilities towards CCPS and its resultant difference on account of extinguishment of original borrowings are based on complex assumptions and interpretation that require the management to exercise their judgment. Refer Note 21 of standalone financial statements for the accounting of resultant difference due to extinguishment of original borrowing and Notes 22 and 23 of standalone financial statements for recording and measurement of the carrying value of equity shares and warrants and financial liabilities.</p> <p>We focused on the accounting of term loans, OCD, equity shares and warrants and financial liabilities towards CCPS and its resultant difference on account of extinguishment of original liabilities as well as the measurement, due to significance of the amounts and complex judgements involved.</p>	<p>e) Evaluated the management's assessment of the rights existing with the lenders to control the Company and verified the accounting treatment for resultant difference arising from extinguishment of the original borrowings.</p> <p>f) Evaluated disclosures made in the Standalone financial statements and the related compliance with the requirements of the applicable accounting standards.</p>

#### 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 Management discussion and analysis, Business responsibility Report, Corporate Governance report and Directors' Report including Annexures thereof 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 the 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 , 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 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. 164 Crores as at 31 March 2021 and total revenue of Rs. 104 Crores for the year ended on that date, as considered in the standalone financial statements. The financial statements 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 this matter.

### **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 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. On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 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 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.
  - 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 Company 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 Company has disclosed the impact of pending litigations on its financial position in its 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.
    - 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)

**Saira Nainar**  
Partner

Membership No. 040081  
UDIN: 21040081AAAACR8163

Place : Mumbai  
Date : 29 June 2021

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' 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")**

We have audited the internal financial controls over financial reporting of **Suzlon Energy Limited** ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date, which includes internal financial controls over financial reporting of the Company's branches.

**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 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 Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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 Companies Act, 2013, 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 of branches , 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 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 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 31 March 2021, based on the criteria for internal financial control over financial reporting 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.

**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 2 branches located in Germany and Netherland, is based on the corresponding reports of the branch auditors.

Our opinion is not modified in respect of this matter.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**Saira Nainar**

Partner

Membership No. 040081

UDIN: 21040081AAAACR8163

Place : Mumbai  
Date : 29 June 2021

## 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. 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 explanation 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 Right-of-Use assets 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	Gross block (Rs. in crore)	Net Block (Rs. in crore)	Remarks
Factory building constructed on land admeasuring 34.5 acre at Coimbatore.	44.47	9.81	The Company is in the 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 not been regular in depositing undisputed statutory dues up to the date of debt restructuring i.e 30 June 2020 and post restructuring 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 Services Tax, cess and other material statutory dues in arrears as at 31 March, 2021 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 31 March 2021 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	The Customs Excise and Service Tax Appellate Tribunal	2014-15	0.49	
Customs Act, 1962	Customer Duty	Commissioner of Customs (Appeal)	2015-16	0.12	
Finance Act, 1994	Service Tax	The Customs Excise and Service Tax Appellate Tribunal	2012-13 and 2014-15	25.55	Nil
			2010-11 to 2013-14	5.52	
		The Supreme Court of India	2007-08 to 2011-12	88.00	

There are no dues of Income Tax, Sales Tax, Value Added Tax, Excise Duty and Goods and Services Tax as on 31 March 2021, on account of disputes.

- viii. In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of loans or borrowings to financial institutions and banks during the year as under:

Particulars	Default in repayment of principle and interest (Rs. in crore)	Period of default
<b>Due to Banks (including working capital loans):</b>		
Axis Bank Limited	274.23	
Bank of Baroda	1,167.45	
Bank of India	82.48	
Central Bank of India	502.03	
Corporation Bank / Union Bank of India	135.09	
ICICI Bank Limited	313.90	
IDBI Bank	1,571.29	
Indian Overseas Bank	575.45	
Punjab National Bank/ Oriental Bank of Commerce	974.72	April, 2020 to June, 2020
Saraswat Co-operative Bank Limited	43.42	
EXIM Bank	129.50	
State Bank of India	4,208.22	
Yes Bank Limited	109.24	
Bank of Maharashtra	156.42	
<b>Dues to financial institutions:</b>		
Life Insurance Corporation of India	386.07	
Power Finance Corporation Limited	1,035.00	

Such defaults has been waived off on account of restructuring before the balance sheet date. Further, the Company does not have any borrowings from Government, nor has it issued any debentures.

- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- 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 standalone financial statements etc. as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has made private placement of shares during the year under review.  
In respect of the above issue, we further report that:
  - a. the requirement of Section 42 of the Companies Act, 2013, as applicable, have been complied with; and
  - b. the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised, other than temporary deployment pending application.
- 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 subsidiary 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)

Saira Nainar  
Partner  
Membership No. 040081  
UDIN: 21040081AAACR8163

Place : Mumbai  
Date : 29 June 2021

**Balance sheet as at March 31, 2021**  
 All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	7	461.70	507.84
Right-of-use asset	39	69.20	79.45
Capital work-in-progress	9	96.34	104.60
Investment property	10	32.64	34.67
Goodwill	8	-	-
Other intangible assets	8	194.24	270.59
Intangible assets under development	11	3.52	12.30
Investments in an associate and joint venture	12	29.80	29.80
Financial assets			
Investments	12	1,750.84	1,752.15
Trade receivables	13	-	-
Loans	14	289.97	419.16
Other financial assets	15	345.30	228.83
Other non-current assets	16	65.22	72.58
		<b>3,338.77</b>	<b>3,511.97</b>
<b>Current assets</b>			
Inventories	17	861.93	897.14
Financial assets			
Trade receivables	13	379.30	425.40
Cash and cash equivalents	18	193.65	13.42
Bank balance other than above		-	22.86
Loans	14	21.28	378.14
Other financial assets	15	83.88	70.83
Current tax assets, net		4.48	4.48
Other current assets	16	436.72	355.72
		<b>1,981.24</b>	<b>2,167.99</b>
Assets classified as held for sale	19	42.03	43.44
<b>Total assets</b>		<b>5,362.04</b>	<b>5,723.40</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	20	1,701.60	1,063.95
Other equity	21	(5,680.43)	(11,342.24)
		<b>(3,978.83)</b>	<b>(10,278.29)</b>
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	22	4,292.88	653.66
Lease liabilities	39	53.01	61.54
Other financial liabilities	23	2,067.02	6.31
Provisions	24	65.17	79.88
Other non-current liabilities	25	0.77	0.89
		<b>6,478.85</b>	<b>802.28</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	22	200.00	8,260.69
Lease liabilities	39	8.53	7.34
Trade payables	26		
Total outstanding dues of micro enterprises and small enterprises		14.99	29.81
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,357.46	1,128.05
Other financial liabilities	23	519.67	4,920.66
Contract liabilities	27.2	310.90	227.92
Other current liabilities	25	11.34	46.78
Provisions	24	439.13	578.16
		<b>2,862.02</b>	<b>15,199.41</b>
Liabilities directly associated with assets classified as held for sale	19	-	-
<b>Total equity and liabilities</b>		<b>5,362.04</b>	<b>5,723.40</b>
<b>Summary of significant accounting policies</b>	<b>2.3</b>		

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

For and on behalf of the Board of Directors of  
 Suzlon Energy Limited

Saira Nainar  
 Partner  
 Membership No.: 040081

Tulsi R. Tanti  
 Chairman and Managing Director  
 DIN: 00002283  
 Ashwani Kumar  
 Group Chief Executive Officer

Vinod R. Tanti  
 Whole Time Director and Chief Operating Officer  
 DIN: 00002266

Geetanjali S. Vaidya  
 Company Secretary  
 Membership No.: A18026

Place: Mumbai  
 Date: June 29, 2021

Place: Pune  
 Date: June 29, 2021

**Statement of profit and loss for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

<b>Particulars</b>	<b>Notes</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Income</b>			
Revenue from operations	27	1,169.14	300.29
Other operating income		78.17	75.66
Other income	28	69.75	236.18
		<b>1,317.06</b>	<b>612.13</b>
<b>Expenses</b>			
Cost of raw materials, components consumed and services rendered	29	685.51	273.06
Purchases of stock-in-trade	29	-	-
Changes in inventories of finished goods, semi-finished goods and work-in-progress	29	63.01	108.31
Employee benefits expense	30	182.97	271.48
Finance costs	31	983.07	1,140.57
Depreciation and amortisation expense ( including impairment losses )	32	186.50	682.15
Other expenses	33	415.99	620.49
		<b>2,517.05</b>	<b>3,096.06</b>
<b>Profit / (loss) before exceptional items and tax</b>		<b>(1,199.99)</b>	<b>(2,483.93)</b>
Exceptional items	34	(801.59)	792.05
<b>Profit / (loss) before tax</b>		<b>(398.40)</b>	<b>(3,275.98)</b>
<b>Tax expense</b>			
Current tax	35	-	0.65
Deferred tax		-	-
<b>Profit / (loss) after tax</b>		<b>(398.40)</b>	<b>(3,276.63)</b>
<b>Other comprehensive income</b>			
<b>Item that will not be reclassified to profit or loss:</b>			
Re-measurements of the defined benefit plans	36	(0.11)	5.11
Income tax effect on the above		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>(0.11)</b>	<b>5.11</b>
<b>Total comprehensive income for the year</b>		<b>(398.51)</b>	<b>(3,271.52)</b>
<b>Earnings / (loss) per equity share:</b>	37		
- Basic earnings per share [Nominal value of share ₹ 2 (₹ 2)]		(0.53)	(6.16)
- Diluted earnings per share [Nominal value of share ₹ 2 (₹ 2)]		(0.53)	(6.16)
<b>Summary of significant accounting policies</b>	<b>2.3</b>		

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

Saira Nainar  
Partner  
Membership No.: 040081

Place: Mumbai  
Date: June 29, 2021

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Tulsi R. Tanti  
Chairman and Managing Director  
DIN: 00002283

Ashwani Kumar  
Group Chief Executive Officer

Vinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266

Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Pune  
Date: June 29, 2021

**Statement of changes in equity for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

a. **Equity share capital**

	No. in Crore	₹ in Crore
<b>Equity shares of ₹ 2 each, subscribed and fully paid</b>		
<b>At April 1, 2019</b>	<b>531.98</b>	<b>1,063.95</b>
Issue of share capital (refer Note 20)	-	-
<b>At March 31, 2020</b>	<b>531.98</b>	<b>1,063.95</b>
Issue of share capital (refer Note 20)	318.82	637.65
<b>At March 31, 2021</b>	<b>850.80</b>	<b>1,701.60</b>

b. **Other equity**

	Reserves and surplus											
	Share application money	Equity component of pending allotment instruments (refer Note 22(f))	Equity component of compound financial instruments	Capital reserve	Capital redemption reserve	General reserve	Securities premium	Capital contribution	Foreign currency translation account	Retained earnings	Money received against share warrants	Total
<b>As at April 1, 2019</b>	<b>28.50</b>	-	23.30	15.00	908.56	9,239.10	-	(16.21)	<b>(18,285.18)</b>	-	(8,086.93)	
Profit / (loss) for the year	-	-	-	-	-	-	-	-	-	(3,276.63)	-	(3,276.63)
Other comprehensive income (refer Note 36)	-	-	-	-	-	-	-	-	-	5.11	-	5.11
<b>Total comprehensive income</b>	<b>28.50</b>	-	23.30	15.00	908.56	9,239.10	-	(16.21)	<b>(18,285.18)</b>	-	(8,086.93)	
(Gain) / loss and amortisation on long term foreign currency monetary items	-	-	-	-	-	-	-	-	-	16.21	-	16.21
<b>As at March 31, 2020</b>	<b>28.50</b>	-	23.30	15.00	908.56	9,239.10	-	(16.21)	<b>(18,285.18)</b>	-	(8,086.93)	
<b>As at April 1, 2020</b>	<b>28.50</b>	-	23.30	15.00	908.56	9,239.10	-	(16.21)	<b>(18,285.18)</b>	-	(8,086.93)	
Profit / (loss) for the year	-	-	-	-	-	-	-	-	-	(3,276.63)	-	(3,276.63)
Other comprehensive income (refer Note 36)	-	-	-	-	-	-	-	-	-	5.11	-	5.11
<b>Total comprehensive income</b>	<b>28.50</b>	-	23.30	15.00	908.56	9,239.10	-	(16.21)	<b>(18,285.18)</b>	-	(8,086.93)	
Securities Premium on issue of shares	-	-	-	-	-	-	-	-	-	-	-	-
Issue of compulsorily convertible debentures	-	-	49.98	-	-	-	-	-	-	-	-	-
Equity component of August 2032 Foreign Currency Convertible Bonds(FCCB's)	-	41.65	-	-	-	-	62.85	-	-	-	-	-
Conversion of July 2019 FCCB's	12.99	(28.50)	-	-	-	-	-	-	-	-	-	-
Warrants issued to lenders (refer Note 20(c)(iii))	-	-	-	-	-	-	-	-	-	-	-	-
Difference on extinguishment of debts, pursuant to resolution plan (refer Note 4 and 22)	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>12.99</b>	<b>41.65</b>	<b>49.98</b>	<b>23.30</b>	<b>15.00</b>	<b>908.56</b>	<b>9,563.40</b>	<b>5,466.90</b>	<b>(21,994.05)</b>	<b>231.84</b>	<b>(5,680.43)</b>	
Refer Note 21 for nature and purpose of reserves												
<b>Summary of significant accounting policies (refer Note 2.3)</b>												

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

Saira Nainar  
Partner  
Membership No.: 040081

Place: Mumbai  
Date: June 29, 2021

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Tulsi R. Tanti  
Chairman and Managing Director  
DIN: 00002283

Ashwani Kumar  
Group Chief Executive Officer

Vinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266

Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Pune  
Date: June 29, 2021

**Statement of cash flows for the year ended March 31, 2021**  
 All amounts in ₹ Crore, unless otherwise stated

Particulars		March 31, 2021	March 31, 2020
<b>Cash flow from operating activities</b>			
Profit / (loss) before tax		(398.40)	(3,275.98)
<b>Adjustments for:</b>			
Depreciation and amortisation expense ( including impairment losses )		186.49	682.15
Exceptional items		(801.59)	742.97
Loss on disposal of property, plant and equipment and investment property, net		1.68	3.30
Other income		(85.41)	(261.61)
Interest expenses and other borrowing cost		952.67	1,074.35
Operation, maintenance and warranty expenditure		60.00	7.07
Liquidated damages expenditure		(49.36)	78.30
Performance guarantee expenditure		16.27	38.33
Bad debts written off		2.19	2.39
Impairment allowance		17.89	(6.72)
Allowance for doubtful debts and advances, net		24.14	47.96
Capital work-in-progress written off		1.12	22.07
Exchange differences, net		(5.20)	130.74
<b>Operating profit / (loss) before working capital changes</b>		(77.51)	(714.68)
<b>Movements in working capital</b>			
(Increase) / decrease in financial assets and other assets		(155.52)	(3,632.57)
(Increase) / decrease in trade receivables		22.00	493.65
(Increase) / decrease in inventories		35.20	283.20
(Decrease) / increase in other liabilities, financial liabilities and provisions		11.07	2,315.30
<b>Cash (used in) / generated from operating activities</b>		(164.76)	(1,255.10)
Direct taxes paid (net of refunds)		3.39	(1.95)
<b>Net cash (used in) / generated from operating activities</b>	A	(161.37)	(1,257.05)
<b>Cash flow from investing activities</b>			
Payments for purchase of property, plant and equipment including capital work-in-progress and capital advances		(38.73)	(97.59)
Proceeds from sale of property, plant and equipment and investment property		1.77	0.35
Proceeds from sale of stake in subsidiaries and joint ventures		-	30.38
Income from investment property		15.65	25.42
Inter-corporate deposits repaid / (granted), net		488.06	(3,515.29)
Interest received		50.83	53.91
<b>Net cash (used in) / generated from investing activities</b>	B	517.58	(3,502.82)
<b>Cash flow from financing activities</b>			
Repayment of long-term borrowings (refer Note 4 and 22)		(141.32)	(26.22)
Proceeds from Issue of Debentures		49.98	-
Proceeds from Issue of Shares (refer Note 22(a))		342.16	-
Proceeds / (repayment) from short term-borrowings, net		(80.93)	5,125.87
Interest and other borrowing cost paid		(368.73)	(319.70)
<b>Net cash (used in) / generated from financing activities</b>	C	(198.84)	4,779.95
<b>Net increase in cash and cash equivalents</b>	A+B+C	157.37	20.08
Cash and cash equivalents at the beginning of year		36.28	16.20
<b>Cash and cash equivalents at the end of year</b>		193.65	36.28

**Statement of cash flows for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

<b>Components of cash and cash equivalents</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Balances with banks	193.57	36.13
Cheques on hand	-	-
Cash on hand	0.08	0.15
	<b>193.65</b>	<b>36.28</b>

**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 &amp; Sells LLP

Chartered Accountants

ICAI Firm Registration Number: 117366W/W-100018

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Saira Nainar

Partner

Membership No.: 040081

Tulsi R. Tanti  
Chairman and Managing Director  
DIN: 00002283  
  
Ashwani Kumar  
Group Chief Executive OfficerVinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266  
  
Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Mumbai

Date: June 29, 2021

Place: Pune

Date: June 29, 2021

## **Notes to financial statements for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

### **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 statements were authorised for issue in accordance with a resolution of the directors on June 29, 2021.

### **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 2.3(o)).

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 not applicable as there were no standards issued but not effective at the time of adoption of the financial statements.

#### **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).

**c. Fair value measurement**

The Company measures financial instruments 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 decides 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(o))

**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.

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 (o) Financial instruments – initial recognition and subsequent measurement.

**iii. Contract liabilities (Advance from customers)**

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, 2013) 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 & Vehicles	10

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**

**Company as a lessee**

The Company's lease asset classes primarily consist of leases for land and factory and office buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases)

and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

#### **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.

#### **I. 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. 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 statement of profit and loss.

On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. 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 statement of profit and loss.

***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 statement of profit and loss, 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 statement of profit and loss.

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, at fair value through other equity, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. In case of extinguishment of financial liabilities with Parent or of restructuring of the existing debt and financial liabilities of Lenders wherein the Lenders of the Company have potential exercisable participative rights pre and post restructuring, the resultant gain or loss arising on extinguishment of the existing debt with restructured debt shall be recognised to other equity.

##### **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 statement of profit and loss. 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.

##### ***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.

**p. 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.

**q. 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.

**r. 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.

**s. 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.

**t. 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.

**u. 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**

Few amendments apply for the first time for the year ended March 31, 2021, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

**2.5 Estimation of uncertainties relating to the global health pandemic from COVID-19:**

- a. In March 2020, the World Health Organization declared a global pandemic due to the novel coronavirus (COVID-19). The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property plant and equipment, intangible assets, inventories, receivables, investments, other assets and liabilities. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic and impact of the same on future performance, the Company has used available information from internal and external sources to assess the impact of COVID-19 on the financial statements. However, given the undetermined circumstances due to the pandemic the actual outcome may differ from what has been estimated. The Company will continue to monitor the future developments and updates its assessment.
- b. The Company's ability to generate sufficient cash flows to meet its financial obligations in the foreseeable future could be impacted by the undetermined circumstances arising from the pandemic.

**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:

**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 Company 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 ₹ 112.69 Crore as at March 31, 2021 (previous year: ₹ 91.91 Crore), refer Note 13.

#### **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 losses, capital loss and unutilised MAT credit details which are given in Note 35. The unabsorbed depreciation can be carried forward indefinitely. The business losses 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 2023 to March 2028, MAT credit in between March 2023 and capital loss in between March 2024 to March 2028. As there are not certain taxable temporary differences or tax planning operations, 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 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 38.

#### **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 assets under development**

The Company capitalises intangible assets 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 11.

#### **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 7.

### **4. Debt Resolution Plan approval**

On June 30, 2020 ('Effective Date'), the Company along with its identified domestic subsidiaries viz: Suzlon Global Services Limited ('SGSL'), Suzlon Power Infrastructure Limited ('SPIL') and Suzlon Gujarat Wind Park Limited ('SGWPL') and a joint venture Suzlon Generators Limited ('SGL') collectively referred to as the 'Borrowers' or 'STG' and individually as the 'Borrower', implemented a resolution plan for restructuring of the debt of STG formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019 ('the RBI Circular' / "Regulatory Framework").

Refer Note 22 for further details and key features of the Resolution Plan.

### **5. Proposed restructuring of subsidiaries**

The Board of Directors of the Company at its meeting held on February 04, 2021 and the Board of Directors of SGSL, SPIL and SGWPL, wholly owned subsidiaries of the Company, at their respective meetings held on February 03, 2021 have approved (i) the Scheme of Amalgamation involving merger by absorption ('Scheme 1') of SPIL with SGSL and (ii) the Scheme of Arrangement involving transfer and vesting of Project Execution Business ('Demerged Undertaking I') and Power Evacuation Business ('Demerged Undertaking II') ('Scheme 2') of SGWPL into SGSL. The proposed Scheme 1 and Scheme 2 have been filed with the Honourable National Company Law Tribunal, Ahmedabad and Chennai Bench ('NCLTs') for their respective approvals. The amalgamation and arrangement shall be in accordance with the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Merger of SPIL with SGSL is proposed from the appointed date of April 01, 2020. The Demerger of the Project Execution Business and Power Evacuation Business of SGWPL with SGSL is proposed from the appointed date of April 02, 2020. Pending various approvals, the effect of the Scheme has not been considered in the financial statements of the Company for the year ended March 31, 2021.

### **6. Going Concern**

The Company continued to incur losses during the current year and the net worth of the Company is negative ₹ 3,978.83 Crore as at March 31, 2021. The Company has net current liabilities of ₹ 838.75 Crore as at March 31, 2021. These events and conditions indicated a significant doubt on the Company's ability to continue as a going concern on the balance sheet date.

The Management has plans to meet the financial obligations in the foreseeable future out of the cash flows from operations by way of execution of the pipeline of orders in hand, future business plans, non-fund based facilities, and realisation of trade receivables and cash flows from subsidiaries and believes that the Company will continue as a going concern and thereby realise its assets and discharge its liabilities in the normal course of its business. Having regard to the above, the standalone financial statements for the year ended March 31, 2021 have been prepared on the basis that the Company will continue as a going concern.

## 7. Property, plant and equipment ('PPE')

Particulars	Gross block					Accumulated depreciation					Net block
	As at April 1, 2020	Additions	Translation adjustment	Deductions / adjustments	As at March 31, 2021	As at April 1, 2020	Charge for the year	Impairment charge for the year	Translation adjustment	Deductions / Adjustments	As at March 31, 2021
Freehold land	111.68	-	-	-	111.68	-	-	-	-	-	-
Buildings	472.77	0.51	-	0.03	473.25	254.74	16.12	-	-	0.01	270.85
Site development	28.04	-	-	-	28.04	28.04	-	-	-	-	28.04
Plant and machinery	516.30	2.64	-	19.41	499.53	369.43	27.61	-	-	16.62	380.42
Wind research & measuring equipments	26.81	4.71	-	5.28	26.24	22.97	2.07	-	-	4.70	20.34
Computers and office equipments	55.31	0.88	0.59	0.08	56.70	42.49	3.24	-	0.41	0.06	46.08
Furniture and fixtures	39.51	-	0.08	0.21	39.38	31.95	0.76	-	0.07	0.17	32.61
Vehicles	19.68	-	-	-	19.68	12.64	1.82	-	-	-	14.46
<b>Total</b>	<b>1,270.10</b>	<b>8.74</b>	<b>0.67</b>	<b>25.01</b>	<b>1,254.50</b>	<b>762.26</b>	<b>51.62</b>	-	<b>0.48</b>	<b>21.56</b>	<b>792.80</b>
											<b>461.70</b>

Particulars	Gross block					Accumulated depreciation					Net block	
	As at April 1, 2019	Additions	Translation adjustment	Reclassified on account of adoption of Ind AS 116	Deductions / adjustments	As at March 31, 2020	As at April 1, 2019	Charge for the year	Impairment charge during the year	Translation adjustment	Reclassified on account of adoption of Ind AS 116	
Freehold land	110.37	1.31	-	-	-	111.68	-	-	-	-	-	-
Leasehold land	31.19	-	-	31.19	-	31.19	-	3.58	-	3.58	-	-
Buildings	469.76	3.02	-	-	0.01	472.77	133.25	28.64	92.85	-	-	254.74
Site development	28.04	-	-	-	-	28.04	8.88	2.05	17.11	-	-	28.04
Plant and machinery	526.98	16.09	-	-	26.77	516.30	328.81	37.59	26.49	-	-	23.46
Wind research and measuring equipments	26.59	0.75	-	-	0.53	26.81	19.16	4.22	-	-	0.41	22.97
Computers and office equipments	53.40	1.07	0.92	-	0.08	55.31	36.29	5.54	0.08	0.65	-	42.49
Furniture and fixtures	39.46	0.14	0.13	-	0.22	39.51	28.57	2.95	0.44	0.10	-	31.95
Vehicles	19.89	-	-	-	0.21	19.68	10.23	2.49	0.06	-	-	12.64
<b>Total</b>	<b>1,305.68</b>	<b>22.38</b>	<b>1.05</b>	<b>31.19</b>	<b>27.82</b>	<b>1,270.10</b>	<b>568.77</b>	<b>83.48</b>	<b>137.03</b>	<b>0.75</b>	<b>3.58</b>	<b>24.19</b>
												<b>507.84</b>

**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 22(e).

**8. Other intangible assets and goodwill**

Particulars	Gross block						Accumulated depreciation				Net block As at March 31, 2021
	As at April 1, 2020	Additions	Translation adjustment	Deductions/ adjustments	As at March 31, 2021	As at April 1, 2020	Charge for the year	Impairment charge during the year	Translation adjustment	Deductions/ Adjustments	
<b>Other intangible assets</b>											
Design and drawings	744.17	46.10	-	-	790.27	483.44	117.07	-	-	600.51	
SAP and other softwares	32.48	0.04	0.35	-	32.87	22.62	5.53	-	0.24	28.39	
<b>Total</b>	<b>776.65</b>	<b>46.14</b>	<b>0.35</b>	-	<b>823.14</b>	<b>506.06</b>	<b>122.60</b>	-	<b>0.24</b>	<b>628.90</b>	
<b>Goodwill</b>	<b>1,059.80</b>	-	-	-	<b>1,059.80</b>	<b>1059.80</b>	-	-	-	<b>1059.80</b>	

Particulars	Gross block						Accumulated depreciation				Net block As at March 31, 2020
	As at April 1, 2019	Additions	Translation adjustment	Deductions/ adjustments	As at March 31, 2020	As at April 1, 2019	Charge for the year	Impairment charge during the year	Translation adjustment	Deductions/ Adjustments	
<b>Other intangible assets</b>											
Design and drawings	668.61	75.56	-	-	744.17	353.80	129.64	-	-	483.44	
SAP and other softwares	31.42	0.53	0.53	-	32.48	16.46	5.75	0.03	0.38	22.62	
<b>Total</b>	<b>700.03</b>	<b>76.09</b>	<b>0.53</b>	-	<b>776.65</b>	<b>370.26</b>	<b>135.39</b>	<b>0.03</b>	<b>0.38</b>	<b>506.06</b>	
<b>Goodwill</b>	<b>1,059.80</b>	-	-	-	<b>1,059.80</b>	<b>759.56</b>	<b>85.78</b>	<b>214.46</b>	-	<b>1059.80</b>	

For details of intangible assets given as security to Lenders refer Note 22(e).

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. Goodwill of ₹ Nil (previous year: ₹214.46 Crore) was impaired and the carrying amount of goodwill of ₹ Nil (previous year: ₹ Nil).

The Company impaired property, plant and equipment of ₹ Nil (previous year: ₹ 137.03 Crore) and other intangible assets of ₹ Nil (previous year: ₹ 0.03 Crore) under its annual impairment test. The Company considers the relationship between its market capitalisation and its book value, among other factors, when reviewing for indicators of impairment.

**9. Capital work-in-progress**

Capital work-in-progress as at March 31, 2021 stand at ₹ 96.34 Crore (previous year: ₹ 104.60 Crore), which primarily includes buildings and plant and machinery under construction. During the year, capital work-in-progress of ₹ 1.12 Crore (previous year: ₹ 22.07 Crore) are written off under its annual impairment test.

**10. Investment property**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Gross block (deemed cost)</b>		
Opening balance	53.63	53.67
Additions	-	-
Deduction / adjustments	(0.04)	
<b>Closing balance</b>	<b>53.63</b>	<b>53.63</b>
<b>Depreciation and impairment</b>		
Opening balance	18.96	16.31
Depreciation	2.03	2.68
Deduction / adjustments	(0.03)	
<b>Closing balance</b>	<b>20.99</b>	<b>18.96</b>
<b>Net block</b>	<b>32.64</b>	<b>34.67</b>

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 22(e).

**Information regarding income and expenditure of investment property:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Rental income derived from investment property	12.68	19.52
Direct operating expenses (including repairs and maintenance)	(1.75)	(1.72)
Depreciation	(2.03)	(2.68)
<b>Profit before indirect expenses</b>	<b>8.90</b>	<b>15.12</b>

The Company's investment property consist of three commercial properties.

As at March 31, 2021 and March 31, 2020 the fair value of the properties were ₹ 152.35 Crore and ₹ 282.24 Crore respectively. The fair valuation is derived by management internally.

Description of valuation techniques used and key inputs to valuation on investment properties:

<b>Investment property</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Range</b>	
			<b>March 31, 2021</b>	<b>March 31, 2020</b>
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	7.44%	6.45%
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	7.44%	6.45%
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	7.44%	6.45%

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.

**11. Intangible assets under development**

Intangible assets under development as at March 31, 2021 stood at ₹ 3.52 Crore (previous year: ₹ 12.30 Crore), which primarily includes designs and drawings under development.

**12. Investments**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Non-current</b>		
I. <b>Investment in an associate at cost in equity instrument</b>		
Suzlon Energy (Tianjin) Limited, China	58.33	58.33
Less: Impairment allowance	(58.33)	(58.33)
<b>Total</b>	<b>-</b>	<b>-</b>

		<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>II.</b>	<b>Investment in a joint venture ('JV') at cost in equity instrument</b>		
	57,210,247 (57,210,247) equity shares of ₹ 10 each fully paid of Suzlon Generators Limited	57.21	57.21
	Less: Impairment allowance	(27.41)	(27.41)
	<b>Total</b>	<b>29.80</b>	<b>29.80</b>
	<b>Total investments in an associate and a joint venture</b>	<b>29.80</b>	<b>29.80</b>
	<b>Aggregate amount of unquoted investments in an associate and a joint venture (cost)</b>	<b>115.54</b>	<b>115.54</b>
	<b>Aggregate impairment allowance for investments in an associate and a joint venture measured at cost</b>	<b>(85.74)</b>	<b>(85.74)</b>
<b>III.</b>	<b>Investments in subsidiaries</b>		
<b>A.</b>	<b>Investments at cost in equity instrument</b>		
a.	<b>Indian</b>		
i.	20 (20) equity shares of ₹ 10 each fully paid of Varadvinayak Renewables Limited	0.00*	0.00*
ii.	20 (20) equity shares of ₹ 10 each fully paid of Manas Renewables Limited	0.00*	0.00*
iii.	20 (20) equity shares of ₹ 10 each fully paid of Vakratunda Renewables Limited	0.00*	0.00*
iv.	29,366,800 (29,366,800) equity shares of ₹ 10 each fully paid of Suzlon Global Services Limited ('SGSL')	961.50	961.50
v.	375,020 (375,020) equity shares of ₹ 10 each fully paid of Vignaharta Renewables Limited	37.50	37.50
vi.	20 (20) equity shares of ₹ 10 each fully paid of Sirocco Renewables Limited	0.00*	0.00*
vii.	194,610,000 (194,610,000) equity shares of ₹ 10 each fully paid of Suzlon Power Infrastructure Limited Less: Impairment allowance	194.61	194.61
viii.	784,920,791 (784,920,791) equity shares of ₹ 10 each fully paid of SE Forge Limited Less: Impairment allowance	(194.61) 1,044.96	(194.61) 1,044.96
ix.	125,420 (125,420) equity shares of ₹ 10 each fully paid of SWE Wind Project Services Limited (formerly known as Sharanya Renewables Limited) Less: Impairment allowance	(754.23) 12.54	(754.23) 12.54
x.	62,820 (62,820) equity shares of ₹ 10 each fully paid of Suryodaya Renewables Limited Less: Impairment allowance	(0.57) 6.28	-
xi.	14 (14) equity shares of ₹ 10 each fully paid of Suyash Renewables Limited	0.00*	0.00*
xii.	14 (14) equity shares of ₹ 10 each fully paid of Gale Green Urja Limited	0.00*	0.00*
xiii.	250,420 (250,420) equity shares of ₹ 10 each fully paid of SWE Renewables Limited (formerly known as Anshuman Renewables Limited) Less: Impairment allowance	25.04 (1.05)	25.04 -
	<b>Total</b>	<b>1,331.73</b>	<b>1,333.59</b>
b.	<b>Overseas</b>		
i.	5,423,712 (5,423,712) equity shares of Euro 10 each fully paid of AE Rotor Holding B.V., The Netherlands ('AERH') Less: Impairment allowance	418.21 (418.21)	418.21 (418.21)
ii.	764,595 (764,595) equity shares of Euro 1 each fully paid of Suzlon Energy A/S, Denmark ('SEAS') Less: Impairment allowance	23.24 (23.24)	23.24 (23.24)
iii.	8,618,000 (8,618,000) equity shares of Euro 1 each fully paid up of Tarilo Holdings B.V. ('THBV') Less: Impairment allowance	61.32 (61.32)	61.32 (61.32)
iv.	4,401,315,657 (4,401,315,657) equity shares of Suzlon Energy Limited, Mauritius ('SELM') Less: Impairment allowance	6,396.08 (6,396.08)	6,396.08 (6,396.08)
v.	Suzlon Wind Energy Equipment Trading (Shanghai) Co. Limited, China ('SWETCO') Less: Impairment allowance	10.11 (10.11)	10.11 (10.11)
	<b>Total</b>	<b>-</b>	<b>-</b>

	March 31, 2021	March 31, 2020
<b>B. Investments at fair value through profit or loss in preference shares</b> 1,000,000 (1,000,000) 8% cumulative redeemable preference shares of ₹ 100 each fully paid of Suzlon Global Services Limited	23.48	21.84
<b>Total</b>	<b>23.48</b>	<b>21.84</b>
<b>C. Investments at amortised cost</b> 4,000,000 (4,000,000) 9% compulsory convertible debentures of ₹ 1,000 each fully paid of Suzlon Global Services Limited	395.61	396.70
<b>Total</b>	<b>395.61</b>	<b>396.70</b>
<b>IV. Other investments at fair value through profit or loss</b>		
A. Investments in government securities	0.01	0.01
B. 7,550 (7,550) equity shares of ₹ 10 each fully paid of Saraswat Co-operative Bank Limited	0.01	0.01
C. 30 (30) equity shares of ₹ 10 of Godrej Millennium Condominium	0.00*	0.00*
<b>Total</b>	<b>0.02</b>	<b>0.02</b>
<b>Total investments</b>	<b>1,750.84</b>	<b>1,752.15</b>
<b>Aggregate amount of unquoted investments (cost)</b>	<b>9,603.04</b>	<b>9,603.04</b>
<b>Aggregate impairment allowance for investment measured at cost</b>	<b>(7,859.66)</b>	<b>(7,857.80)</b>

\*Less than ₹ 0.01 Crore

For details of investment given as security to Lenders refer Note 22(e).

The fair values of the investments in unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, 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 equity investments.

### 13. Trade receivables

	March 31, 2021	March 31, 2020
<b>Non-current</b>		
Credit impaired	108.67	87.61
Less: Allowance for doubtful debts	(108.67)	(87.61)
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Current</b>		
Unsecured considered good	383.32	429.70
Less: Impairment allowance	(4.02)	(4.30)
<b>Total</b>	<b>379.30</b>	<b>425.40</b>

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 22(e).

The movement in impairment allowance as per ECL model is as under:

	March 31, 2021	March 31, 2020
Balance as at the beginning of the year	4.30	11.02
Add: Impairment allowance during the year	(0.28)	(6.72)
<b>Balance as at the end of the year</b>	<b>4.02</b>	<b>4.30</b>

### 14. Loans

	March 31, 2021	March 31, 2020
<b>Non-current</b>		
Inter-corporate deposits to related parties	289.97	419.16
Unsecured, considered good	2,533.70	2,509.01
Credit impaired	(2,533.70)	(2,509.01)
Less: Allowance for doubtful loans	289.97	419.16
<b>Total</b>	<b>289.97</b>	<b>419.16</b>
<b>Current</b>		
Unsecured, considered good	1.13	0.26
Loans to employees	20.15	377.88
Inter-corporate deposits to related parties	21.28	378.14
<b>Total</b>	<b>21.28</b>	<b>378.14</b>

For details of loans given as security to Lenders refer Note 22(e).

**15. Other financial assets**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Non-current</b>		
Bank balances (refer Note a below)	170.72	13.74
Security deposits	77.74	71.86
Unsecured, considered good	13.53	13.53
Unsecured, considered doubtful	(13.53)	(13.53)
Less: Allowance for doubtful deposits	77.74	71.86
Advances recoverable in cash	4,528.86	4,356.95
Unsecured, considered doubtful	(4,528.86)	(4,356.95)
Less: Allowance for doubtful advances	-	-
Other assets (refer Note b below)	96.84	143.23
<b>Total</b>	<b>345.30</b>	<b>228.83</b>
<b>Current</b>		
Security deposits (unsecured, considered good)	10.19	0.06
Interest accrued on deposits, loans and advances	1.01	0.38
Advances recoverable in cash (considered good)	28.51	25.83
Other assets (refer Note b below)	44.17	44.56
<b>Total</b>	<b>83.88</b>	<b>70.83</b>

- a. Bank balances represents margin money deposits, which are subject to first charge towards non-fund based facilities from borrowers.
- b. Other assets include ₹ 116.25 Crore (previous year: ₹ 143.23 Crore) towards expenditure incurred by Company 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 had received contribution towards power evacuation infrastructure from customers in the ordinary course of business. During the year the contribution received is apportioned towards the shortfall in cost incurred towards development of power evacuation infrastructure which would not be reimbursed by SEB/ Nodal agencies. 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. During the year, the company had recognised impairment allowance of ₹ 18.16 Crore (previous year: ₹ Nil) based on ECLs at the reporting date
- c. Other financial assets include deposits of ₹ Nil (previous year: ₹ 46.20 Crore) from private companies in which director is a director or member.

All the financial assets are disclosed at amortised cost.

For details of financial assets given as security to Lenders refer Note 22(e).

**16. Other assets**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Non-current</b>		
Capital advances (unsecured, considered good)	0.21	0.43
Advances recoverable in kind	55.58	55.58
Unsecured, considered good	37.22	36.53
Unsecured, considered doubtful	(37.22)	(36.53)
Less: Allowance for doubtful advances	55.58	55.58
Advance income tax (net of provisions)	3.40	6.80
Prepaid expenses	6.03	9.77
<b>Total</b>	<b>65.22</b>	<b>72.58</b>
<b>Current</b>		
Advances recoverable in kind (unsecured, considered good)	75.28	34.25
Advances to employees	0.37	1.09
Prepaid expenses	19.60	24.11
Balances with government / statutory authorities	341.47	296.27
<b>Total</b>	<b>436.72</b>	<b>355.72</b>

For details of other assets given as security to Lenders refer Note 22(e).

**17. Inventories (valued at lower of cost and net realisable value)**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Raw materials [including goods in transit of ₹ 63.53 Crore (previous year: ₹ 30.74 Crore)]	291.10	255.79
Finished goods, semi-finished goods and work-in-progress	451.71	514.15
Stores and spares	118.43	125.94
Land and lease rights	0.69	1.26
<b>Total</b>	<b>861.93</b>	<b>897.14</b>

For details of inventories given as security to Lenders refer Note 22(e).

**18. Cash and bank balance**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
a. <b>Cash and cash equivalents</b>		
Balances with banks	193.57	13.27
Cash on hand	0.08	0.15
	<b>193.65</b>	<b>13.42</b>
b. Bank balance other than (a) above (earmarked)	-	22.86
<b>Total</b>	<b>193.65</b>	<b>36.28</b>

There are no restrictions with regard to cash and cash equivalents at the end of the financial year and previous year.

**19. Assets classified as held for sale**

During the year the Company has impaired its investments in four associates amounting to ₹ 1.41 Crore (previous year: Nil) which are engaged 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.

<b>Investment type</b>	<b>Investments in</b>	<b>As at, March 31, 2021</b>	<b>As at, March 31, 2020</b>
Equity shares and compulsorily convertible debentures	Aalok Solarfarms Limited Abha Solarfarms Limited Heramba Renewables Limited Shreyas Solarfarms Limited	4.63 4.64 9.27 9.27	4.87 4.87 9.74 9.74
Equity shares	Vayudoot Solarfarms Limited	14.22	14.22
<b>Total</b>		<b>42.03</b>	<b>43.44</b>

**20. Equity share capital**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Authorised shares</b>		
46,000,000,000 (12,490,000,000) equity shares of ₹ 2 each	9,200.00	2,498.00
	<b>9,200.00</b>	<b>2,498.00</b>
<b>Issued shares</b>		
8,526,944,750 (5,338,706,098) equity shares of ₹ 2 each	1,705.39	1,067.74
	<b>1,705.39</b>	<b>1,067.74</b>
<b>Subscribed and fully paid-up shares</b>		
8,508,012,773 (5,319,774,121) equity shares of ₹ 2 each	1,701.60	1,063.95
	<b>1,701.60</b>	<b>1,063.95</b>

**a. Reconciliation of the equity shares outstanding at the beginning and at the end of the financial year**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>		
	<b>Number of shares (Crore)</b>	<b>₹ Crore</b>	<b>Number of shares (Crore)</b>	<b>₹ Crore</b>
Opening balance	531.98	1,063.95	531.98	1,063.95
Issued during the year	318.82	637.65	-	-
<b>Closing balance</b>	<b>850.80</b>	<b>1,701.60</b>	<b>531.98</b>	<b>1,063.95</b>

**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. The Company had issued Global Depository Receipts ('GDRs'); however the Company has terminated the GDR programme with effect from February 18, 2020.

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.

Subsequently, the Company has entered into (i) securities subscription agreement with the Investor Group dated February 28, 2020 ("Investor SSA"); (ii) an amended and restated shareholders' agreement with the Investor Group and promoters of the Company dated February 28, 2020 ("SHA"); and (iii) securities subscription agreement with Tanti Holdings Private Limited ("Promoter Group") dated February 28, 2020 ("Promoter SSA"). The key terms of amendments are as under:

i. Purpose of entering into the agreement:

The Investor SSA and the Promoter SSA records the terms of raising funds through preferential allotment of equity shares and CCDs to the Investor Group and Promoter Group, respectively. The SHA inter-alia records the revised understanding in relation to the inter-se rights and obligations between the Investor Group and the promoters in relation to the Company, pursuant to the completion of the preferential allotment.

ii. Significant terms of the agreement (in brief) include special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc:

The Investor SSA and Promoter SSA provide that the Company shall issue and allot equity shares and CCDs by way of preferential allotment on private placement basis, to the Investor Group and Promoter Group, for an aggregate consideration of ₹100 Crore each, subject to conditions precedent as set out in the said agreements. The SHA inter-alia records the terms and conditions governing the management of the Company, rights of the Investor Group and the promoters to nominate directors in the Company and inter-se agreement for any transfer / acquisition of securities of the Company, in accordance with the terms of the SHA.

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 has, on June 27, 2020, allotted following securities on preferential basis in terms of the Resolution Plan for restructuring of debt of the Company and its certain identified subsidiaries formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019 to the Lenders in part conversion of their existing debt aggregating to ₹ 4100,00,00,032/- (Rupees four thousand one hundred crore and thirty two only) as under:

- i. 99,71,76,872 (Ninety nine crore seventy one lacs seventy six thousand eight hundred seventy two) fully paid up equity shares having a face value of ₹ 2/- each at an aggregate consideration of ₹ 16/- (Rupees sixteen only) i.e ₹ 1/- per Lender. These shares are recorded at fair value of ₹ 4.65 per share
- ii. 4,10,000 (Four lacs ten thousand) fully paid up 0.01% secured optionally convertible debentures (hereinafter referred to as the "OCDs") having a face value of ₹ 1,00,000/- (Rupees one lac only) each aggregating to ₹ 4100,00,00,000/- (Rupees four thousand one hundred crore only); and
- iii. 49,85,88,439 (Forty nine crore eighty five lacs eighty eight thousand four hundred thirty nine) fully paid up warrants of ₹ 2/- each (hereinafter referred to as the "Warrants") convertible into 1 (One) equity share of a face value of ₹ 2/- each at an aggregate consideration of ₹ 16/- (Rupees Sixteen only) i.e. ₹ 1/- for each Lender. These warrants are recorded at fair value of ₹ 4.65 per share and credited to other equity.

Further, Suzlon Global Services Limited, a wholly owned subsidiary of the Company has allotted 4,45,301 (Four lacs forty five thousand three hundred one) fully paid up compulsorily convertible preference shares having a face value of ₹ 1,00,000/- (Rupees one lac only) each aggregating to ₹ 4453,01,00,000/- (Rupees four thousand four hundred fifty three crore one lac only) to the lenders in part conversion of their existing debt aggregating to ₹ 4453,01,00,000/- (Rupees four thousand four hundred fifty three crore one lac only).

d. **Shares reserved for issue under options**

For details of shares reserved for issue on conversion of FCCBs, refer Note 22(f) for terms of conversion / redemption.

e. **Details of shareholders holding more than 5% equity shares in the Company:**

Name of the shareholder	March 31, 2021		March 31, 2020	
	Number of shares (Crore)	% holding	Number of shares (Crore)	% holding
Equity shares of ₹ 2/- each fully paid-up Samanvaya Holdings Private Limited	*	*	29.55	5.55
Tanti Holdings Private Limited	56.70	6.78	*	*

\*Less than 5% holding

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.

f. During the year, in terms of special resolution dated May 18, 2020 passed by the shareholders of the Company by way of postal ballot conducted vide Postal Ballot Notice dated April 18, 2020, the results of which were declared on May 19, 2020, the authorised share capital of the Company has increased from ₹ 2,498.00 Crore divided into 1,249 Crore equity shares of ₹ 2/- each to ₹ 9,200.00 Crore divided into 4,600 Crore equity shares of ₹ 2/- each by creation of additional 3,351 Crore equity shares of ₹ 2/- each in the authorised share capital of the Company.

g. The Securities Issue Committee of the Board of Directors of the Company, at its meeting held on June 27, 2020 has approved the following:

- i. Allotment of securities of the Company on preferential basis in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") to certain persons / entities (including Promoters) as under:

- 139,65,79,500 (One hundred thirty nine crore sixty five lacs seventy nine thousand five hundred) fully paid-up equity shares having a face value of ₹ 2/- each for cash at an issue price of ₹ 2.45 each i.e. at a premium of ₹ 0.45 per equity share aggregating to ₹ 342,16,19,775/- (Rupees three hundred forty two crore sixteen lacs nineteen thousand seven hundred seventy five only);
  - 4,998 fully paid up Compulsorily Convertible Debentures (hereinafter referred to as the "CCDs") having a face value of ₹ 1,00,000/- each for cash at par aggregating to ₹ 49,98,00,000/- (Rupees forty nine crore ninety eight lacs only).
- ii. Allotment of securities of the Company on preferential basis in terms of the Resolution Plan for restructuring of debt of STG to the lenders for part conversion of their debt, refer point c above.

- h. The Company on approval of the Securities Issue Committee of the Board of Directors at its meeting held on July 14, 2020 has allotted 51,19,92,560 (Fifty one crore nineteen lacs ninety two thousand five hundred sixty) fully paid-up equity shares having a face value of ₹ 2/- each for cash at a conversion price of ₹ 6.77 each i.e. at a premium of ₹ 4.77 per equity share aggregating to ₹ 346,61,89,631.20 (Rupees three hundred forty six crore sixty one lacs eighty nine thousand six hundred thirty one and twenty paisa only) to holders of Foreign Currency Convertible Bonds as per the terms of the Mandatory Conversion Notice issued by the Company pursuant to restructuring of Foreign Currency Convertible Bonds having a face value of USD 1,000 each in terms of the consent solicitation and information memorandum.

The Company on approval of the Securities Issue Committee of the Board of Directors at its meeting held on 17th August 2020 has allotted 112,285 new foreign currency convertible bonds (the "Restructured Bonds") having a face value of US\$ 320 aggregating to US\$ 35,931,200 in exchange of 112,285 Bonds of USD 1,000 each. Further, the Company has allotted following equity shares having a face value of ₹ 2/- each pursuant to conversion notice(s) received from bondholder(s) for conversion of Bonds having a face value of USD 320 each into equity shares at a conversion price of ₹ 2.61 with a fixed rate of exchange on conversion of ₹ 74.8464 to USD 1.00 in terms of the consent solicitation and information memorandum:

- 78,588,145 (Seven crore eighty five lacs eighty eight thousand one hundred forty five) fully paid-up equity shares aggregating to ₹ 20,51,15,058.45/- (Rupees twenty crore fifty one lacs fifteen thousand fifty eight and forty five paisa only) on October 12, 2020 on conversion of 8,564 Bonds worth USD 2,740,480.
- 31,879,403 (Three crore eighteen lacs seventy nine thousand four hundred three) fully paid-up equity shares aggregating to ₹ 8,32,05,241.83/- (Rupees eight crore thirty two lacs five thousand two hundred forty one and eighty three paisa only) on November 20, 2020 on conversion of 3,474 Bonds worth USD 1,111,680.
- 28,676,781 (Two crore eighty six lacs seventy six thousand seven hundred eighty one) fully paid-up equity shares aggregating to ₹ 7,48,46,398.41/- (Rupees seven crore forty eight lacs forty six thousand three hundred ninety eight and forty one paisa only) on December 30, 2020 on conversion of 3,125 Bonds worth USD 1,000,000.
- 84,617,151 (Eight crore forty six lacs seventeen thousand one hundred fifty one) fully paid-up equity shares aggregating to ₹ 22,08,50,764.11/- (Rupees twenty two crore eight lacs fifty thousand seven hundred sixty four and eleven paisa only) on February 01, 2021 on conversion of 9,221 Bonds worth USD 2,950,720.
- 5,87,28,240 (Five crore eighty seven lacs twenty eight thousand two hundred forty) fully paid-up equity shares aggregating to ₹ 15,32,80,706.40 (Rupees fifteen crore thirty two lacs eighty thousand seven hundred six and forty paisa only) on March 11, 2021 on conversion of 6,313 Bonds worth USD 2,047,937 (after capitalising interest @ 2.75% per annum accrued on half yearly basis on the Bonds worth USD 2,020,160).

- i. The equity shares, CCDs, OCDs and Warrants so allotted on preferential basis shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

Post allotment of equity shares, the paid-up equity capital of the Company is ₹ 1701,60,25,546/- (Rupees one thousand seven hundred one crore sixty lacs twenty five thousand five hundred forty six only) divided into 850,80,12,773 (Eight hundred fifty crore eighty lacs twelve thousand seven hundred seventy three) equity shares of ₹ 2/- each.

## 21. Other equity

Refer Statement of Changes in Equity for detailed movement in equity balance.

	March 31, 2021	March 31, 2020
Share application money pending allotment (refer Note 22 f (ii))	12.99	-
Equity component of compound financial instruments	41.65	28.50
Equity component of compulsory convertible debenture (refer Note 22 a)	49.98	-
Capital reserve	23.30	23.30
Capital redemption reserve	15.00	15.00
General reserve	908.56	908.56
Securities premium	9,563.40	9,239.10
Capital contribution	5,466.90	-
Retained earnings	(21,994.05)	(21,556.70)
Money received against share warrants (refer Note 20 c (iii))	231.84	-
<b>Total</b>	<b>(5,680.43)</b>	<b>(11,342.24)</b>

### Nature and purposes of various items in other equity:

#### a. Equity component of compound financial instruments

The FCCB has been classified as compound financial instruments. 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.

#### 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 recognises capital redemption reserve in case of issue of bonus shares to shareholders.
- 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. **Capital contribution**  
The resultant gain arising on extinguishment of existing debt and fair value of financial instruments issued as per the terms of Resolution plan is transferred to Capital contribution since the Lenders have potential exercisable participative rights.

## 22. Borrowings

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Non-current</b>		
Term loans from banks (secured)	2,667.11	196.57
Term loans from financial institutions (secured)	359.46	457.09
Optionally Convertible Debentures ('OCD') (secured)	670.53	-
Payable towards debt assignment (unsecured)	440.91	-
Foreign Currency Convertible Bonds ('FCCB') (unsecured)	154.87	-
<b>Total</b>	<b>4,292.88</b>	<b>653.66</b>
<b>Current</b>		
Working capital facilities from banks (secured)	130.91	8,260.69
Loans from related party (unsecured)	69.09	-
<b>Total</b>	<b>200.00</b>	<b>8,260.69</b>

### a. Implementation of Resolution Plan

On June 5, 2020, the Borrowers entered into Framework Restructuring Agreement (FRA) to give effect to the Resolution Plan. On June 30, 2020, the Resolution Plan was implemented upon completion of compliance of all conditions precedent to the satisfaction of the consortium lenders and the Resolution Plan is effective from June 30, 2020 (Effective date).

The existing facilities of STG are restructured in following manner and divided into 3 parts :

Part A – Existing facilities to the extent of ₹ 5,188.41 Crore is restructured as follows:

- i. Repayment of Rupee Term Loan of ₹ 3,600.00 Crore in 40 structured quarterly instalments commencing from September 2020 to June 2031 at the rate of interest of 9.00% per annum, (RTL-II), The Lenders have restructured RTL of ₹ 3,500.99 Crore in SEL, ₹ 63.69 Crore in SGWPL and ₹ 35.32 Crore in SPIL.
- ii. Repayment of Rupee Term Loan of the Company under Project Specific Facility ('PSF) of ₹ 261.00 Crore (RTL – III),
- iii. Continuation of existing non-fund based ('NFB') working capital facilities of ₹ 1,300.00 Crore of STG.

Part B – Existing facilities to the extent of ₹ 4,100 Crore is converted in to 410,000 fully paid up 0.01% Secured Optionally Convertible Debentures ('OCD') of face value of ₹ 100,000 each of Company issued to Lenders.

Part C – Existing facilities to the extent of ₹ 4,453.01 Crore is converted into 4,45,301, 0.0001% Unsecured Compulsorily Convertible Preference Shares ('CCPS') of face value of ₹ 100,000 each of SGSL (subsidiary of Company) to the Lenders and 99,71,76,872 equity shares of face value of ₹ 2 each of the Company for an aggregated consideration of ₹ 1 per Lender.

- i. Issuance of 49,85,88,439 warrants of the Company to the Lenders as a security towards achieving upgrade of the account on or before March 31, 2022..
- ii. Restructuring of foreign currency convertible bonds (FCCB) with bondholders i.e. roll over / conversion into equity shares of the Company.
- iii. Waiver of existing defaults, events of defaults and penal interest and charges and waiver of right to recompense in accordance with Master Restructuring Agreement (MRA) dated March 28, 2013.
- iv. Capital raising exercise by way of rights issue / preferential allotment or convertible instruments or unsecured loans from Promoters or Investors of upto ₹ 375 Crore, which was implemented by equity infusion of ₹ 342.16 Crore and issue of compulsory convertible debentures of ₹ 49.98 Crore by promoters and investors in the Company.

### b. Optionally Convertible Debentures ('OCD's')

As part of the implementation of Resolution Plan, on June 27, 2020 the Company issued 410,000 fully paid up 0.01% Secured Optionally Convertible Debentures ('OCD's') of face value of ₹ 100,000 each aggregating to ₹ 4,100 Crore to Lenders. The Company has accounted the issuance of OCDs at fair value as per Ind AS 109 'Financial Instruments'. The key terms of OCD are as follows:

- i. The OCDs are unlisted and unrated and carry coupon of 0.01% payable annually. The OCD's does not carry voting rights till conversion.
- ii. The initial tenure of OCD is up to ten years from the date of allotment i.e. June 26, 2030. At the end of initial tenor, the holders of OCD shall have the obligation to subscribe to new series of OCD having tenor of ten years. Such new series of OCD shall be issued in compliance with the provisions of applicable law, and on similar terms of issuance as that of old series OCD in accordance with regulatory approvals and Resolution Plan.

- iii. There shall be structured redemption of OCD over 20 years. During initial 10 years there shall be redemption in face value of ₹10 each aggregating to ₹ 0.41 Crore annually.
- iv. In case of default in redemption of OCD pursuant to its terms, the holders of OCD shall have the option to convert the defaulted redemption amount into equity shares of the Company. In case of default in servicing OCD, the OCD holders shall have an option to convert OCD into equity shares of the Company. The conversion price of the OCD shall be determined in accordance with applicable laws.
- v. From the expiry of a period of five years from the Effective Date and on completion of certain events, the Company has an Option to buyback/redeem OCD at Exit Price in accordance with FRA. From the expiry of a period of five years from the Effective Date and on completion of certain events, the Promoters of the Company have an Option to buy the OCD at Exit Price in accordance with FRA.

OCD's have been classified as financial liability as there is contractual obligation to deliver cash over a period of 20 years in terms of repayment of principle and interest. OCD's are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method at 13.00%. The resultant gain or loss at initial recognition is recognised to other equity.

**c. Payable towards debt assignment**

The Resolution Plan stipulated the issuance of CCPS of ₹ 4,453.01 Crore by SGSL to the Lenders towards discharge of a part of the debt owed by SEL to the Lenders. This meant that while the debt is owed from SEL, the Lenders wanted CCPS from its wholly owned subsidiary which has estimated value. The concept of issue of shares to Lenders without any infusion would not be possible under accounting/Companies Act. In order to give effect to the above stipulation, SEL has assigned the equivalent amount of debt of ₹ 4,453.01 Crore to SGSL, which meant that the debt is now owed from SGSL by Lenders and against which SGSL issued the CCPS to the Lenders. Pursuant to such assignment of debt, SEL has recognised the aforesaid amount of ₹ 4,453.01 Crore as a loan payable to SGSL.

The terms of the CCPS include a coupon of 0.0001% and conversion into equity shares of SGSL on or after March 31, 2040 at fair market value as on the conversion date. Correspondingly, the loan payable to SGSL has been recognised on the matching terms in line with the aforesaid CCPS i.e. an interest rate of 0.0001% and maturity till March 31, 2040.

The loan payable is initially recognised at fair value and subsequently measured at amortised cost using the effective interest method at 13.00%. The resultant gain or loss at initial recognition is recognised at fair value through other equity.

**d. Non cash item in cash flow**

Pursuant to the implementation of Resolution Plan, the existing facilities of the Company has been restructured. The statement of cash flow does not contain certain non-cash movements in the equity, borrowings and financial liabilities pursuant to implementation of the Resolution Plan.

**e. The details of security for the secured loans are as follows:**

- i. Financial facilities by way of RTL II from Lenders in accordance with Resolution Plan aggregating to ₹ 3,323.39 Crore (previous year: ₹ Nil) of which ₹ 3,026.57 Crore classified as long-term borrowings and ₹ 296.82 Crore classified as current maturities of long-term borrowings and non-fund based working capital facilities are secured by first pari-passu charge over all current assets of SEL, SGWPL, SPIL and SGL (except for certain identified assets), first pari-passu charge over all current assets generated under identified orders both present and future, first pari-passu charge over all current assets of SGSL both present and future, first pari-passu charge with new PSF Lenders on current assets generated under identified orders of Borrowers except SGSL in certain scenario, second charge on cash flows of Borrowers except SGSL arising out of identified orders which are funded by new PSF Lenders, first pari-passu charge over all fixed assets of Borrowers whether movable or immovable, first charge over Trust and Retention Account ('TRA'), first charge on DSR Accounts., first pari-passu pledge over 100% of fully paid-up equity capital of SGWPL and SPIL and 75% of SGL by SEL, first pari-passu pledge over 100% of fully paid-up equity capital of SGSL till conversion of CCPS into equity shares of SGSL, negative lien over the equity shares held by SEL in SE Forge Limited, Non disposal undertaking or pledge over the 100% of the equity share capital of Suzlon Energy Limited, Mauritius ('SELM') and AE Rotor Holding B.V. ('AERH'), first pari-passu pledge over certain equity shares of SEL held by the promoters and other members of the promoter group, brand image of Suzlon and personal guarantee of Mr. Tulsi R. Tanti.
- ii. Financial facilities by way of RTL III under PSF aggregating to ₹ 130.91 Crore (previous year: ₹ Nil) classified as short -term borrowings are secured by escrow over receivables of identified order, priority over cashflows due to PSF from identified order, first pari-passu charge over all existing domestic assets as on Effective Date as available with the Lenders (excluding offshore securities) including current assets of identified order on reciprocal basis and personal guarantee of Mr. Tulsi R. Tanti.
- iii. 410,000 fully paid up 0.01% Secured Optionally Convertible Debentures ('OCD') having original face value of ₹ 100,000 each of Company issued to Lenders aggregating to face value of ₹ 4,100.00 Crore having outstanding face value of ₹ 4,099.59 Crore and fair value of ₹ 670.94 Crore (previous year: ₹ Nil) of which ₹ 670.53 classified as long-term borrowings and ₹ 0.41 classified as current maturities of long-term borrowings are secured by security as specified above for RTL II on pari passu basis and corporate guarantee of SGSL, SPIL, SGWPL and SPIL.
- iv. In case of financial facilities from CDR lenders in accordance with MRA and non-CDR lenders, RTL, FITL aggregating to ₹ Nil (previous year: ₹ 2,249.76 Crore) of which ₹ Nil (previous year: ₹ 626.65 Crore) classified as long-term borrowings and ₹ Nil (previous year: ₹ 1,623.11 Crore) classified as current maturities of long-term borrowings, fund based working capital facilities of ₹ Nil (previous year: ₹ 7,109.95 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 Mr. Tulsi R. Tanti and limited personal guarantee of an erstwhile director of a subsidiary.
- v. ₹ Nil (previous year: ₹ 38.75 Crore) of which ₹ Nil (previous year: ₹ 27.00 Crore) classified as long-term borrowings and ₹ Nil (previous year: ₹ 11.75 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.

- vi. ₹ Nil (previous year: ₹ 5.36 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.
- vii. ₹ Nil (previous year: ₹ 276.82 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 Mr. Tulsir R. Tanti.
- viii. ₹ Nil (previous year: ₹ 873.91 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 in short-term borrowings.

**f. Foreign currency convertible bonds (FCCBs)**

On April 06, 2020, the restructuring of July 2019 Bonds was approved by Bondholders and have been restructured as per the terms of Consent Solicitation and Information Memorandum ('CSIM') as follows:

- i. Issuance of up to 53,12,34,317 equity shares of SEL to Bondholders against July 2019 bonds of USD 59.717 Million at conversion price of ₹ 6.77 per share of which 51,19,92,560 equity shares of SEL are issued to Bondholders on July 14, 2020 pursuant to conversion of bonds of USD 57.554 Million. Pursuant to the same, the liability in relation to USD 59.717 Million July 2019 bonds forming part of borrowings and financial liabilities has been settled in equity at conversion price and the gain on extinguishment of interest accrued and foreign exchange is credited to statement of profit and loss under exceptional items.
- ii. Conversion of 2,163 July 2019 Bonds having face value of USD 2.163 Million into equity shares of SEL is pending pursuant to pending conversion instructions from Bondholders. The value of the same is classified under other equity. Pursuant to the same, the liability in relation to USD 2.163 Million July 2019 bonds forming part of borrowings and financial liabilities has been settled in equity at conversion price and the gain on extinguishment of interest accrued and foreign exchange is credited to statement of profit and loss under exceptional items.
- iii. Issuance of new 112,285 Bonds having a face value of USD 320 each aggregating to USD 35.931 Million to Bondholders on August 17, 2020 ('August 2032 Bonds') against exchange of 112,285 July 2019 Bonds having a face value of USD 1,000 aggregating to USD 112,285 Million. Pursuant to the same, the liability in relation to USD 112,285 Million July 2019 bonds forming part of borrowings and financial liabilities has been restructured with USD 35.931 Million August 2032 Bonds and net gain on extinguishment of July 2019 Bonds, interest accrued thereon, foreign exchange and cost incurred for restructuring is credited to statement of profit and loss under exceptional items.

August 2032 Bonds issued by the Company are compound financial instruments and on the conversion of the Bonds, the Company need to issue fixed numbers of equity shares to the holders of the Bonds. Accordingly, the liability components of the August 2032 Bonds is initially recognised at fair value and subsequently measured at amortised cost using the effective interest method at 6.22% and the residual portion is recognised in other equity.

**Following are the key terms of August 2032 Bonds post restructuring:**

Particulars	August 2032 Bonds
Issue date	August 17, 2020
Number of Bonds	112,285
Face value per bond (in USD)	320
Original Outstanding (in USD)	35.931 Million
Conversion price per share (₹)	2.61
Fixed exchange rate (₹ / USD)	74.8464
Redemption as a % of principal amount (%)	138.78
Coupon rate (per annum)	4.00%*
Maturity date	August 17, 2032
Current outstanding (in USD)	26.467 Million <sup>#</sup>

\* Since the date of issuance, Bonds equivalent to USD 9.823 Million of August 2032 Bonds have been converted into shares by March 31, 2021.

\* Out of 4.00% coupon, 1.25% shall be paid on half yearly basis and balance 2.75% shall be accrued and added to the principal value of the Bonds.

**g. 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, 2021	297.23	1425.89	2271.21	3,994.33
	March 31, 2020	1,640.22	653.66	-	2,293.88
Unsecured loans	March 31, 2021	-	-	595.78	595.78
	March 31, 2020	1,338.87	-	-	1,338.87
<b>Total</b>	<b>March 31, 2021</b>	<b>297.23</b>	<b>1,425.89</b>	<b>2,866.99</b>	<b>4,590.11</b>
	<b>March 31, 2020</b>	<b>2,979.09</b>	<b>653.66</b>	<b>-</b>	<b>3,632.75</b>

\* The effective rate of interest on fair value of secured long-term borrowings ranges between 9.00% p.a. to 13.00% p.a. during the year post implementation of Resolution Plan.

**h. The Company has made certain defaults in repayment of financial facilities and payment of interest. There was no continuing default as at March 31, 2021.**

Particulars	March 31, 2021		March 31, 2020	
	Amount	Period of delay	Amount	Period of delay
			₹ Crore	in days
Repayment of term loan	Nil	-	583.95	#
Repayment of interests and other finance cost	Nil	-	705.36	#
Repayment of working capital facility	Nil	-	6,618.38	#

During the year, the Company was having a default for repayment of term loan, working capital facility and interest thereon for a period from 1 day to 90 days. On implementation of the Resolution Plan, there is waiver of existing defaults, events of defaults and penal interest and charges and waiver of right to recompense in accordance with MRA dated March 28, 2013.

# continuing default for repayment of term loan, working capital facility and interest thereon for a period from 1 day to 365 days.

#### 23. Other financial liabilities

	March 31, 2021	March 31, 2020
<b>Non-current</b>		
Other liabilities	3.37	6.31
Option value liability (refer Note a below)	2,063.65	-
<b>Total</b>	<b>2,067.02</b>	<b>6.31</b>
<b>Current</b>		
Current maturities of long-term borrowings	297.23	2,979.09
Interest accrued on borrowings	0.00*	705.36
Liability towards SBLC invocation (refer Note 34(b))	-	296.23
Other liabilities(refer Note b below)	222.44	939.98
<b>Total</b>	<b>519.67</b>	<b>4,920.66</b>

- a. As part of the Resolution Plan, SGSL has issued CCPS of ₹ 4,453.01 Crore to the Lenders. CCPS contains multiple embedded derivatives and call and put options ('Exit Options') available to holders of CCPS, SGSL, SEL and its promoters. The liability of the Company towards Put Option available to Lenders as part of Exit Option on CCPS is initially recognised at fair value using the effective interest method at 13.00%. The resultant gain or loss at initial recognition is recognised at fair value through other equity. The resultant gain or loss on subsequent measurement is recognised at fair value through statement of profit and loss.

- b. Primarily includes provision for recompense liability in previous year and employee payable for current and previous year.

All the financial liabilities are disclosed at amortised cost.

#### 24. Provisions

	March 31, 2021	March 31, 2020
<b>Non-current</b>		
Employee benefits	23.50	19.02
Provision for maintenance and warranty	41.67	60.86
<b>Total</b>	<b>65.17</b>	<b>79.88</b>
<b>Current</b>		
Employee benefits	16.76	16.92
Provision for performance guarantee, maintenance and warranty and liquidated damages	422.37	561.24
<b>Total</b>	<b>439.13</b>	<b>578.16</b>

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	80.00 (73.67)	257.12 (317.78)	284.98 (295.30)
Additions/ (release), net	17.57 (45.13)	49.67 (-8.15)*	29.34 (97.77)
Unwinding of warranty discounting and deferral of O & M	- (-)	12.80 (19.58)	- (-)
Utilisation	27.55 (32.00)	98.65 (72.09)	61.23 (88.62)
Reversal	1.31 (6.80)	- (-)	78.70 (19.47)
Closing balance	68.71 (80.00)	220.94 (257.12)	174.39 (284.98)

\* 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.

## 25. Other liabilities

**Non-current –** It includes deferred revenue of ₹ 0.77 Crore (previous year: 0.89 Crore)

	March 31, 2021	March 31, 2020
<b>Current</b>		
Statutory dues	11.27	35.76
Deferred revenue	0.05	11.00
Others	0.02	0.02
<b>Total</b>	<b>11.34</b>	<b>46.78</b>

## 26. Trade payables

	March 31, 2021	March 31, 2020
Trade payables to micro enterprises and small enterprises (refer Note below)	14.99	29.81
Trade payables to related parties	659.81	665.14
Trade payables	697.65	462.91
<b>Total</b>	<b>1,372.45</b>	<b>1,157.86</b>

### Details of due to micro and small enterprises as defined under MSMED Act, 2006

Sl No. Particulars	March 31, 2021	March 31, 2020
a. Principal amount remaining unpaid to any supplier as at the end of the accounting year.	14.99	29.81
b. Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.05	0.33
c. Amount of interest paid along with the amounts of payment made to the supplier beyond due date.	27.36	25.12
d. Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act.	0.12	0.33
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.	0.17	0.66

The Company has identified small enterprises and micro enterprises, as defined under the MSMED Act, 2006 by requesting confirmation from the vendors through the letters circulated by the Company.

## 27. Revenue from contracts with customers

### 27.1 Disaggregated revenue information

	March 31, 2021	March 31, 2020
<b>Type of goods and services</b>		
Sale of wind turbines, solar systems and other parts	1,004.31	137.63
Sale of services	154.75	149.36
Scrap sales	10.08	13.30
<b>Total</b>	<b>1,169.14</b>	<b>300.29</b>
<b>Geography</b>		
India	1,155.03	273.17
Outside India	14.11	27.12
<b>Total</b>	<b>1,169.14</b>	<b>300.29</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	1,014.39	150.93
Services transferred over time	154.75	149.36
<b>Total</b>	<b>1,169.14</b>	<b>300.29</b>

### 27.2 Contract balances

	March 31, 2021	March 31, 2020
Trade receivables	379.30	425.40
Contract liabilities	310.90	227.92

Trade receivables are non-interest bearing and are generally on terms of 30 to 45 days.

Contract liabilities include advances received to deliver goods.

**27.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Revenue as per contracted price	1,136.35	416.92
<b>Less: Variable consideration</b>		
Liquidated damages (refer Note 24)	49.36	(78.30)
Performance guarantee (refer Note 24)	(16.26)	(38.33)
Sales commission	(0.31)	-
<b>Total</b>	<b>1,169.14</b>	<b>300.29</b>

**27.4 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 title of land is transferred to the customer 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.

**28. Other income**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Interest income on		
Financial assets measured at amortised cost		
on inter corporate deposit	13.28	175.66
on deposits with banks	5.52	9.51
on other financial assets	50.52	49.11
Financial liabilities measured at amortised cost	0.43	0.42
Net gain on assets measured at fair value through profit or loss	-	1.48
<b>Total</b>	<b>69.75</b>	<b>236.18</b>

**29. Cost of raw materials and components consumed**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Consumption of raw materials (including project business)		
Opening inventory	255.79	423.26
Add: Purchases	720.82	105.59
	<b>976.61</b>	<b>528.85</b>
Less : Closing inventory	291.10	255.79
	<b>685.51</b>	<b>273.06</b>
<b>Purchase of traded goods</b>	-	-
<b>Changes in inventories:</b>		
Opening inventory		
Finished, semi-finished goods and work- in- progress	514.15	617.72
Land and land lease rights	1.26	6.00
	<b>(A)</b>	<b>515.41</b>
Closing inventory		
Finished, semi-finished goods and work- in- progress	451.71	514.15
Land and land lease rights	0.69	1.26
	<b>(B)</b>	<b>452.40</b>
<b>Changes in inventories</b>	<b>(C) = (A) - (B)</b>	<b>63.01</b>
		<b>108.31</b>

**30. Employee benefits expense**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Salaries, wages, allowances and bonus	168.90	251.19
Contribution to provident fund and other funds*	12.70	16.36
Staff welfare expenses	1.37	3.93
<b>Total</b>	<b>182.97</b>	<b>271.48</b>

\*Includes gratuity expense of ₹ 4.67 Crore (previous year: ₹ 5.42 Crore).

The employee benefits expense and other expenses includes expenses of ₹ 64.30 Crore (previous year: ₹ 90.92 Crore) pertaining to research and development.

**31. Finance costs**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Interest expense on		
Financial liabilities measured at amortised cost & FVTPL	950.20	1,069.99
Unwinding of long term provisions	2.47	4.36
Bank charges	30.40	66.22
<b>Total</b>	<b>983.07</b>	<b>1,140.57</b>

**32. Depreciation and amortisation expenses (including impairment losses)**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Depreciation on property, plant and equipment (refer Note 7)	51.62	220.51
Amortisation of intangible assets (refer Note 8)	122.60	135.42
Amortisation of goodwill (refer Note 8)	-	300.24
Depreciation on investment property (refer Note 10)	2.03	2.68
Depreciation on right-of-use assets (refer Note 39)	10.25	23.30
<b>Total</b>	<b>186.50</b>	<b>682.15</b>

Depreciation and amortisation expenses includes impairment loss on property, plant and equipment of ₹ Nil (previous year: ₹ 137.03 Crore), on intangible assets of ₹ Nil (previous year: ₹ 0.03 Crore), on goodwill of ₹ Nil (previous year: ₹ 241.46 Crore) and on right-of-use assets of ₹ Nil (previous year: ₹ 12.97 Crore) for the year ended March 31, 2021.

**33. Other expenses**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Stores and spares consumed	9.45	5.27
Power and fuel	7.03	8.22
Factory and site expenses	14.03	18.25
Repairs and maintenance:		
- Plant and machinery	2.70	1.99
- Building	4.79	1.85
- Others	6.92	17.77
Operation and maintenance charges	134.74	127.80
Design change and technical up gradation charges	0.07	0.05
Rent	12.90	18.28
Rates and taxes	10.24	4.32
Operation, maintenance and warranty expenditure (refer Note 24)	60.00	7.07
Quality assurance expenses	1.14	(0.21)
R & D, certification and product development	3.78	2.66
Insurance	6.21	11.39
Advertisement and sales promotion	0.80	0.20
Freight outward and packing expenses	19.83	6.06
Travelling, conveyance and vehicle expenses	7.37	15.70
Communication expenses	2.24	4.15
Auditors' remuneration and expenses (refer details below)	1.23	0.72
Consultancy charges	30.53	47.69
CSR, charity and donations	1.29	0.51
Security expenses	3.26	4.41
Miscellaneous expenses	30.15	47.97
Exchange differences, net	(1.73)	199.37
Bad debts written off	2.19	2.39
Impairment allowance	17.89	(6.72)
Allowance for doubtful debts and advances, net	24.14	47.96
Capital work-in-progress written off	1.12	22.07
Loss on disposal of property, plant and equipment and investment property, net	1.68	3.30
<b>Total</b>	<b>415.99</b>	<b>620.49</b>

The Company has average negative net loss for preceding three financial years, and therefore CSR disclosure is not applicable.

**Payment to auditors**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>As auditor:</b>		
Statutory audit fees	0.97	0.70
Certification and other advisory services	0.23	-
Reimbursement of out of pocket expenses	0.03	0.02
<b>Total</b>	<b>1.23</b>	<b>0.72</b>

**34. Exceptional items**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Impairment provision on financial assets (refer Note a below)	5.28	569.50
Foreign currency translation on SBLC invoked (refer Note b below)	14.87	121.46
Provision for liability towards SBLC facility (refer Note b below)	-	52.00
Fair valuation and loss on sale of investments (refer Note c below)	-	0.01
Transaction cost related to restructuring of debt (refer Note d below)	-	49.08
Gain on Extinguishment of FCCB (refer Note e below)	(821.74)	-
<b>Total</b>	<b>(801.59)</b>	<b>792.05</b>

- a. The Company has made provision of ₹ 5.28 Crore (previous year: ₹ 569.50 Crore) towards impairment of investments in, loans given and other financial assets given to subsidiaries, associates and joint venture.
- b. The Borrowers were obligors to the State Bank of India and other Indian lenders under an Onshore stand by letter of credit ('SBLC') Facility Agreement and had 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 by State Bank of India in favour of the Security Agent acting on behalf of the lenders of AERH. The provision recognised for SBLC liability is ₹ Nil (previous year ₹ 52.00 Crore). The SBLC of USD 576.74 Million issued by State Bank of India has been invoked during the year ended March 31, 2020. The foreign currency translation recognised on invocation is ₹ 14.87 Crore (previous year ₹ 121.46 Crore).
- c. The Company has disposed off its partial investments in few joint ventures classified under "held for sale". The net loss arising on fair valuation and disposal of same is ₹ Nil (previous year: ₹ 0.01 Crore) (refer Note 19).
- d. The Company incurred transaction cost of ₹ Nil (previous year: ₹ 49.08 Crore) towards restructuring of the debt.
- e. During the year, the Company has restructured the liabilities relating to FCCB's into new FCCB's resulting into gain of ₹ 858.75 Crore and transaction cost for restructuring of ₹ 37.01 Crore.

**35. Income tax**

- a. Components of income tax expense includes current tax charged to statement of profit and loss of ₹ Nil (previous year: ₹ 0.65 Crore).
- b. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020:

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Accounting loss before income tax</b>	<b>(398.40)</b>	<b>(3,275.98)</b>
Enacted tax rates in India	34.944%	34.944%
Computed tax expense	(139.22)	(1,144.75)
Non-deductible expenses for tax purpose	0.45	0.20
Deductible expenses for tax purpose	0.59	1.15
Expenses taxable at different rates	-	-
Unused tax losses	138.18	1,144.05
Utilisation of previously unrecognised tax losses	-	-
<b>Tax expense as per statement of profit and loss</b>	<b>-</b>	<b>0.65</b>

- 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 losses 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 2023 to March 2028. Majority of the capital loss will expire between March 2024 to March 2028. MAT credit will expire in March 2023.

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Business losses	1,704.20	5,516.60
Unabsorbed depreciation	1,296.68	1,499.16
Capital loss	2,403.50	2,402.04
MAT credit	160.83	101.56
<b>Total</b>	<b>5,565.20</b>	<b>9,519.36</b>

**36. Components of other comprehensive income (OCI)**

It includes re-measurement gains (losses) on defined benefit plans of ₹ (0.11) Crore (previous year: ₹ 5.11 Crore). (Refer Note 38).

**37. Earnings / (loss) per equity share (EPS)**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Basic</b>		
Net profit/ (loss) for the year attributable to equity shareholders of the parent	(398.51)	(3,276.63)
Weighted average number of equity shares	7,58,17,05,498	5,319,774,121
<b>Basic earnings / (loss) per share of ₹ 2 each</b>	<b>(0.53)</b>	<b>(6.16)</b>
<b>Diluted</b>		
Net profit/ (loss) for the year attributable to equity shareholders of the parent	(398.51)	(3,276.63)
Add: Interest on foreign currency convertible bonds (net of tax)	1.72	130.92
<b>Adjusted net profit/ (loss) after tax</b>	<b>(396.79)</b>	<b>(3,145.71)</b>
Weighted average number of equity shares	7,58,17,05,498	5,319,774,121
Add: Effect of dilution		
Foreign currency convertible bonds	64,38,66,557	670,040,133
Convertible Debenture	15,53,74,099	-
Share warrants	37,97,46,811	-
Weighted average number of equity shares for diluted EPS	<b>8,76,06,92,965</b>	<b>5,989,814,254</b>
Diluted earnings / (loss) per share (₹) of face value of ₹ 2 each	(0.53)*	(6.16)*

\*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.

As CCPS are contingently issuable ordinary shares in the year 2040 the impact of same is anti-dilutive in calculating diluted EPS

**38. Post-employment benefit plans**

**Defined contribution plan:**

During the year the Company has recognised ₹ 7.19 Crore (previous year: ₹ 10.03 Crore) in the statement of profit and 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 employee benefits expense recognised in statement of profit and loss and in other comprehensive income:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Current service cost	3.47	3.98
Net interest cost	1.08	1.28
<b>Net defined benefit cost recognised in statement of profit and loss</b>	<b>4.55</b>	<b>5.26</b>
<b>Other comprehensive income</b>		
Re-measurement for the period - obligation (gain)/ loss	(0.29)	(5.12)
Re-measurement for the period – plan assets (gain)/ loss	0.40	0.01
<b>Total defined benefit expense recognised in OCI</b>	<b>0.11</b>	<b>(5.11)</b>
<b>Total</b>	<b>4.66</b>	<b>0.15</b>

**Changes in the defined benefit obligation:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Opening defined benefit obligation	36.91	46.05
Current service cost	3.47	3.98
Interest cost	2.40	3.48
Benefits paid	(3.29)	(10.03)
Acquisition adjustments / settlement cost	(0.16)	(1.45)
<b>Re-measurement adjustment:</b>		
Experience adjustments	0.54	(4.78)
Actuarial changes arising from changes in demographic assumptions	0.75	(0.60)
Actuarial changes arising from changes in financial assumptions	(1.58)	0.26
<b>Closing defined benefit obligation</b>	<b>39.04</b>	<b>36.91</b>

**Changes in the fair value of plan assets:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Opening fair value of plan assets	20.28	29.08
Interest income	1.32	2.20
Contributions by employer towards approved fund	0.17	0.49
Benefits paid	(3.29)	(10.03)
Acquisition adjustments / settlement cost	(0.16)	(1.45)
Re-measurements - return on plan assets, excluding amount recognised in net interest expense	(0.40)	(0.01)
<b>Closing fair value of plan assets</b>	<b>17.92</b>	<b>20.28</b>
Actual return on plan assets	0.76	0.74

**Major categories of plan assets (as percentage of total plan assets):**

Funds managed by insurer is 100% for March 31, 2021 (previous year: 100%).

The composition of investments in respect of funded defined benefit plans are not available with the Company, the same has not been disclosed.

**Net asset / (liability) recognised in the balance sheet:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Current portion	3.71	5.37
Non-current portion	35.33	31.54
Present value of defined benefit obligation as at the end of the financial year	39.04	36.91
Fair value of plan assets as at the end of the year	17.92	20.28
<b>Net asset / (liability) recognised in the balance sheet</b>	<b>(21.12)</b>	<b>(16.63)</b>

**Principal assumptions used in determining gratuity obligations:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Discount rate (in %)	6.40	6.50
Future salary increases (in %)	3% for F.Y. 21-22 and 8% thereafter	0% for first year and 8% thereafter
Life expectation (in years)	8.57	6.46
Attrition rate	13.20% at younger ages and reducing to 7.40% at older ages according to graduated scale	14.30% at younger ages and reducing to 9.40% 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:**

<b>Particulars</b>	<b>March 31, 2021</b>		<b>March 31, 2020</b>	
	<b>Decrease</b>	<b>Increase</b>	<b>Decrease</b>	<b>Increase</b>
Discount rate (- / + 1%)	3.50	(3.04)	2.80	(2.46)
Future salary increases (- / + 1%)	(3.04)	3.43	(2.47)	2.75
Attrition rate (- / + 50% of attrition rates)	1.66	(1.05)	1.67	(0.93)

For the year ending on March 31, 2022 the Company expects to contribute ₹ 24.64 Crore (previous year: ₹ 20.11 Crore) towards its defined benefit plan.

The average duration of the defined benefit plan obligation at the end of the financial year is 8 years (previous year: 7 years).

**39. Leases**

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" using the modified retrospective method along with the transition option to recognise Right-of-Use asset (ROU) at an amount equal to the lease liability.

The Company has lease contracts for land, factory and office buildings used in its operations. Leases of land, plant and machinery generally have lease terms between 3 and 10 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. There are lease contracts that include extension and termination options and variable lease payments. The Company also has certain leases of premises with lease terms of 12 months or less and with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Below are the carrying amounts of right-of-use assets recognised and the movements during the year ended March 31, 2021 are as follows:

<b>Particulars</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Opening balance	79.45	75.14
Reclassified on account of adoption of Ind AS 116	-	27.61
Additions	-	-
Depreciation expense (including impairment)	10.25	23.30
<b>Closing balance</b>	<b>69.20</b>	<b>79.45</b>

The movement in lease liabilities during the year ended March 31, 2021 is as follows:

<b>Particulars</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Opening balance	68.88	75.14
Additions	-	-
Finance cost accrued during the year	6.88	7.61
Payment of lease liabilities	14.22	13.87
<b>Closing balance</b>	<b>61.54</b>	<b>68.88</b>

**The following are the amounts recognised in statement of profit and loss:**

<b>Particulars</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Depreciation expense (including impairment) on right-of-use assets	10.25	23.30
Interest expense on lease liabilities	6.88	7.61
Rental expense for short-term leases (included in other expenses)	12.90	18.29
<b>Total</b>	<b>30.03</b>	<b>49.19</b>

The Company had total cash outflows for leases of ₹ 27.12 Crore (previous year ₹ 32.16 Crore) during the year. The Company also had non-cash additions to right-of-use assets and lease liabilities of ₹ Nil (previous year: ₹ 75.14 Crore) during the year.

The effective interest rate for lease liabilities is 9% with maturity between 2022 and 2025. The details regarding the contractual maturities of lease liabilities as of March 31, 2021 on an undiscounted basis are as follows:

<b>Particulars</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Not later than one year	8.53	7.34
Later than one year and not later than five years	21.84	26.11
Later than five years	31.17	35.43
<b>Total</b>	<b>61.54</b>	<b>68.88</b>

**40. Capital and other commitments**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Estimated amount of contract remaining to be executed on capital accounts and not provided for, net of advances	7.46	14.58
<b>Total</b>	<b>7.46</b>	<b>14.58</b>

**41. Contingent liabilities**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Guarantees given on behalf of subsidiaries in respect of loans / guarantee granted to them by banks / financial institutions	79.04	88.25
Customs duty and service tax pending in appeal *	121.58	115.14
Amounts in respect of MSMED	0.17	0.66
State levies	17.70	17.70
<b>Total</b>	<b>218.49</b>	<b>221.75</b>

\* 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 and guarantor for loans granted to the Company and its identified domestic subsidiaries and a joint venture for which certain securities defined in Note 22(e) 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 Resolution Plan refer Note 22(a) and Note 22(e).

For details of investments made refer Note 12.

**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**

<b>Sl. No.</b>	<b>Name of the entity</b>	<b>Nature of relationship</b>
1	AE-Rotor Holding B.V.	Subsidiary company
2	Gale Green Urja Limited	Subsidiary company
3	Manas Renewables Limited	Subsidiary company
4	SE Blades Technology B.V.	Subsidiary company

Sl. No.	Name of the entity	Nature of relationship
5	SE Drive Technik GmbH	Subsidiary company
6	SE Forge Limited	Subsidiary company
7	Sirocco Renewables Limited	Subsidiary company
8	Seventus LLC (formerly Sure Power LLC)	Subsidiary company
9	Suryoday Renewables Limited	Subsidiary company
10	Suyash Renewables Limited	Subsidiary company
11	Suzlon Energy A/S	Subsidiary company
12	Suzlon Energy Australia Pty Ltd	Subsidiary company
13	Suzlon Energy B.V.	Subsidiary company
14	Suzlon Energy Korea Co Ltd	Subsidiary company
15	Suzlon Energy Limited, Mauritius	Subsidiary company
16	Suzlon Global Services Limited	Subsidiary company
17	Suzlon Gujarat Wind Park Limited	Subsidiary company
18	Suzlon Power Infrastructure Limited	Subsidiary company
19	Suzlon Project VIII LLC	Subsidiary company
20	Suzlon Rotor Corporation	Subsidiary company
21	Suzlon Wind Energy (Lanka) Pvt Limited	Subsidiary company
22	Suzlon Wind Energy BH	Subsidiary company
23	Suzlon Wind Energy Corporation <sup>(i)</sup>	Subsidiary company
24	Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	Subsidiary company
25	Suzlon Wind Energy Espana, S.L	Subsidiary company
26	Suzlon Wind Energy Limited	Subsidiary company
27	Suzlon Wind Energy Nicaragua Sociedad Anonima	Subsidiary company
28	Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda	Subsidiary company
29	Suzlon Wind Energy Romania SRL	Subsidiary company
30	Suzlon Wind Energy South Africa (PTY) Ltd	Subsidiary company
31	Suzlon Wind Energy Uruguay SA	Subsidiary company
32	Suzlon Wind Enerji Sanayi Ve Ticaret Sirketi	Subsidiary company
33	SWE Renewables Limited ((formerly Anshuman Renewables Limited)	Subsidiary company
34	SWE Wind Project Services Limited (formerly Sharanya Renewables Limited)	Subsidiary company
35	Tarilo Holding B.V.	Subsidiary company
36	Vakratunda Renewables Limited	Subsidiary company
37	Valum Holding B.V.	Subsidiary company
38	Varadvinayak Renewables Limited	Subsidiary company
39	Vignaharta Renewable Energy Limited	Subsidiary company
40	Aalok Solarfarms Limited	Associate company
41	Abha Solarfarms Limited	Associate company
42	Consortium Suzlon Padgreen Co Ltd	Joint venture
43	Heramba Renewables Limited	Associate company
44	Shreyas Solarfarms Limited	Associate company
45	Suzlon Generators Limited	Joint venture
46	Vayudoot Solarfarms Limited	Joint venture
47	Suzlon Energy (Tianjin) Limited	Associate company

<sup>(i)</sup> Under liquidation.

#### 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)

Aspen infra Padubidri Private Limited<sup>(i)</sup>, AspenPark Infra Coimbatore Private Limited<sup>(i)</sup>, Samanvaya Holdings Private Limited, Sarjan Realities Private Limited<sup>(ii)</sup> and SE Freight & Logistics India Private Limited.

##### b. Key Management Personnel (KMP)

Ashwani Kumar<sup>(iii)</sup>, Gautam Doshi<sup>(iv)</sup>, Girish R. Tanti, Geetanjali S. Vaidya, Hiten Timbadia<sup>(v)</sup>, Jayarama Prasad Chalasani<sup>(vi)</sup>, Marc Desaedeleer, Per Hornung Pedersen, Rakesh Sharma, Sameer Shah, Seemantinee Khot, Swapnil Jain<sup>(vii)</sup>, Tulsi R. Tanti and Vinod R. Tanti

##### c. Relatives of Key Management Personnel (RKMP)

Nidhi T. Tanti and Rajan Tanti

##### d. Employee funds

Superannuation fund and Employees group gratuity scheme.

- (i) Ceased w.e.f. October 14, 2020
- (ii) Name changed w.e.f January 01, 2021
- (iii) Appointed w.e.f. October 19, 2020
- (iv) Appointed w.e.f. May 04, 2020
- (v) Appointed w.e.f. August 29, 2020
- (vi) Ceased w.e.f. July 07, 2020
- (vii) Ceased w.e.f. May 31, 2021

**C. Transactions between the Company and related parties during the year and the status of outstanding balances as at March 31, 2021:**

Particulars	Subsidiaries	EKMP	Join ventures	Associate	KMP	RKMP	Employee funds
Sale of property, plant and equipment	2.52 (0.05)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Shares issued	- (-)	99.98 (-)	- (-)	- (-)	0.26 (-)	- (-)	- (-)
Loan given	842.26 (1,072.57)	- (-)	35.87 (31.84)	- (-)	- (-)	- (-)	- (-)
Loan taken	559.33 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Debt given and loan taken pursuant to debt assignment	4,453.01 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Debt taken pursuant to assignment of debt	59.60 (-)	- (-)	2.80 (-)	- (-)	- (-)	- (-)	- (-)
Purchase of goods and services	225.28 (195.34)	41.76 (45.01)	44.76 (6.45)	- (-)	- (-)	- (-)	- (-)
Sale of goods and services	43.03 (33.34)	- (-)	1.75 (0.09)	- (-)	- (-)	- (-)	- (-)
Interest income	316.82 (365.06)	2.71 (4.53)	2.02 (2.03)	0.00* (-)	- (-)	- (-)	- (-)
Lease rent expense	- (-)	5.59 (7.18)	- (-)	- (-)	- (-)	- (-)	- (-)
Lease rent income	2.32 (5.71)	1.12 (1.12)	0.04 (0.04)	- (-)	- (-)	- (-)	- (-)
Other operating Income	40.00 (40.00)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Finance cost	48.74 (9.88)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Managerial remuneration	- (-)	- (-)	- (-)	- (-)	16.25 (13.20)	- (-)	- (-)
Remuneration	- (-)	- (-)	- (-)	- (-)	- (-)	(0.40) (-)	- (-)
Director sitting fees	- (-)	- (-)	- (-)	- (-)	0.47 (0.30)	- (-)	- (-)
Contribution to various funds	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	0.51 (0.76)
Guarantee given	4,452.02 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Reimbursement of expenses payable	18.76 (62.56)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Reimbursement of expenses receivable	6.68 (4.36)	- (-)	0.24 (0.09)	- (-)	- (-)	- (-)	- (-)

**Oustanding balances:**

Particulars	Subsidiaries	EKMP	Join ventures	Associate	KMP	RKMP	Employee funds
Contract liabilities	81.12 (81.21)	0.78 (0.78)	- (-)	- (-)	- (-)	- (-)	- (-)
Investments in equity shares and preference shares	9,214.85 (9,213.22)	- (-)	71.43 (78.43)	65.33 (58.33)	- (-)	- (-)	- (-)
Impairment allowance on investments	7,859.66 (7,857.80)	- (-)	27.41 (27.41)	59.74 (58.33)	- (-)	- (-)	- (-)
Investments in CCD's	395.61 (396.70)	- (-)	- (22.22)	22.22 (-)	- (-)	- (-)	- (-)
Trade receivables	66.29 (67.52)	0.25 (0.07)	4.64 (4.00)	- (-)	- (-)	- (-)	- (-)
Impairment allowance on trade receivable	6.20 (-)	- (-)	3.92 (-)	- (-)	- (-)	- (-)	- (-)

Particulars	Subsidiaries	EKMP	Joint ventures	Associate	KMP	RKMP	Employee funds
Loan given	2,819.55 (3,279.75)	- (-)	20.11 (22.13)	0.01 (-)	- (-)	- (-)	- (-)
Impairment allowance on loans	2,529.55 (2,504.86)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Loans taken	69.09 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Interest accrued but not due	0.00* (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Payable towards debt assignment	440.91 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Prepaid expense	- (-)	- (11.89)	- (-)	- (-)	- (-)	- (-)	- (-)
Security deposit taken	- (-)	0.08 (0.08)	- (-)	- (-)	- (-)	- (-)	- (-)
Security deposits given	- (-)	- (46.20)	- (-)	- (-)	- (-)	- (-)	- (-)
Advance to supplier and other asset	4,608.81 (4,437.86)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Impairment allowance on other assets	4,524.72 (4,352.80)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Trade payables	625.41 (637.83)	12.18 (22.06)	22.23 (5.44)	- (-)	- (-)	- (-)	- (-)
Guarantees	79.04 (88.25)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Director sitting fees payable	- (-)	- (-)	- (-)	- (-)	0.03 (0.07)	- (-)	- (-)
Remuneration payable	- (-)	- (-)	- (-)	- (-)	0.34 (1.53)	- (-)	- (-)

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,	
			2021	2020
Sale of property, plant and equipment	Subsidiary Subsidiary	Suzlon Gujarat Wind Park Limited Suzlon Global Services Limited	2.52 -	0.03 0.02
Shares issued	EKMP	Tanti Holdings Private Limited	99.98	-
Loan given	Subsidiary Subsidiary Subsidiary	Suzlon Gujarat Wind Park Limited Suzlon Power Infrastructure Limited Suzlon Global Services Limited	354.49 40.49 447.28	411.05 57.20 604.29
Loan taken	Subsidiary	Suzlon Global Services Limited	559.33	-
Debt Given and Loan taken pursuant to debt assignment	Subsidiary	Suzlon Global Services Limited	4,453.01	-
Debt taken pursuant to assignment of debt	Subsidiary Subsidiary Subsidiary	Suzlon Gujarat Wind Park Limited Suzlon Power Infrastructure Limited Suzlon Global Services Limited	33.75 14.63 11.22	- - -
Purchase of goods and services	Subsidiary Subsidiary Joint venture EKMP	Suzlon Gujarat Wind Park Limited Suzlon Global Services Limited Suzlon Generators Limited SE Freight & Logistics India Pvt Ltd	4.93 182.97 44.76 33.97	9.80 154.52 6.45 34.31
Sale of goods and services	Subsidiary Subsidiary Subsidiary Subsidiary	Suzlon Global Services Limited Suzlon Gujarat Wind Park Limited Suzlon Energy A/S Suzlon Wind Energy Corporation	35.46 4.63 0.64 0.63	17.37 3.06 3.44 7.65
Other income	Subsidiary Subsidiary Subsidiary Subsidiary	Suzlon Gujarat Wind Park Limited Suzlon Power Infrastructure Limited AE Rotor Holding B.V. Suzlon Global Services Limited	182.67 44.10 36.90 50.71	191.69 45.56 31.73 93.56

			Year ended March 31,	
Type of transaction	Type of relationship	Name of the entity	2021	2020
Lease rent expense	EKMP	Aspen Infra Padubidri Private Limited	5.53	7.06
Lease rent income	Subsidiary	Suzlon Power Infrastructure Limited	0.81	2.13
	Subsidiary	Suzlon Gujarat Wind Park Limited	1.50	3.57
	EKMP	Sarjan Realities Limited	1.12	1.12
Other operating income	Subsidiary	Suzlon Global Services Limited	40.00	40.00
Guarantees given	Subsidiary	Suzlon Global Services Limited	4,453.01	-
Managerial remuneration	KMP	Tulsi R. Tanti	2.14	2.82
	KMP	Kirti J Vagadia	-	2.18
	KMP	J. P. Chalasani	8.01	4.56
	KMP	Swapnil Jain	2.78	1.59
	KMP	Vinod R Tanti	1.56	1.41
Remuneration	RKMP	Nidhi T. Tanti	-	0.33
	RKMP	Rajan Tanti	-	0.06
Director sitting fees	KMP	Girish R. Tanti	0.06	0.04
	KMP	Marc Desaedeleer	0.07	0.06
	KMP	Sameer Shah	0.06	-
	KMP	Seemantinee Khot	0.06	-
	KMP	Gautam Doshi	0.05	-
	KMP	Pratima Ram	-	0.02
	KMP	Vijaya Sampath	-	0.03
	KMP	Per Hornung Pedersen	0.07	0.07
	KMP	Rakesh Sharma	0.06	-
	KMP	Venkataraman Subramanian	-	0.03
Contribution to various funds	Employee funds	Suzlon Energy Limited-Superannuation fund	0.22	0.12
	Employee funds	Suzlon Energy Limited-Employees company gratuity scheme	0.29	0.64
Reimbursement of expenses payable	Subsidiary	Suzlon Energy Australia Pty. Limited	16.71	10.46
	Subsidiary	Suzlon Gujarat Wind Park Limited	2.05	50.66
Reimbursement of expenses receivable	Subsidiary	Suzlon Gujarat Wind Park Limited	0.74	0.71
	Subsidiary	Suzlon Global Services Limited	5.39	2.86
	Subsidiary	SE Forge Limited	0.39	0.68

#### Compensation of key management personnel of the Company recognised as an expense during the financial year:

	March 31, 2021	March 31, 2020
Short-term employee benefits	15.55	11.61
Post-employment benefits	0.70	1.59
<b>Total</b>	<b>16.25</b>	<b>13.20</b>

#### 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

The fair value of the financial assets and liabilities are considered to be same as their carrying values except for investments in unquoted redeemable cumulative preference shares where the fair value 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.

#### 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, 2020 : 10% to 12% March 31, 2021 : 10% to 12%	1% increase in growth rate would result in increase of income by ₹ 0.07 Crore (previous year: ₹ 0.06 Crore) and 1% decrease in growth rate would result in decrease of income by ₹ 0.08 Crore (previous year: ₹ 0.06 Crore)
FVTPL Put Option – (Financial Liability)	Income Approach – Discounted Cash Flow Technique	Discount Rate March 31, 2021 – 13% Discount Rate	1% increase in discount rate would result in increase in fair value by ₹ 18.23 Crore and 1% decrease in discount rate would result in decrease in fair value by ₹ 18.14 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 financial year.

The following table provides quantitative disclosure of fair value measurements hierarchy of the Company's assets and liabilities:

	Level 3	
	March 31, 2021	March 31, 2020
<b>Financial assets</b>		
<b>Investments at fair value through profit or loss</b>		
Investment in Saraswat Co-operative Bank Ltd.	0.01	0.01
Investment in government securities	0.01	0.01
Investment in redeemable preference shares	23.48	21.84
	<b>23.50</b>	<b>21.86</b>
<b>Financial Liabilities</b>		
<b>Financial Liabilities at fair value through profit or loss:</b>		
Option value liability	2,063.65	-
	<b>2,063.65</b>	-

#### Reconciliation of financial instruments measured at fair value through profit or loss:

	March 31, 2021	March 31, 2020
<b>Investment</b>		
Opening balance	21.84	20.37
Other income recognised in profit and loss account	1.64	1.47
<b>Closing balance</b>	<b>23.48</b>	<b>21.84</b>
<b>Financial Liabilities</b>		
Opening balance	-	-
Addition during the year	1,873.68	-
Finance cost recognised in profit and loss account	189.97	-
<b>Closing Balance</b>	<b>2,063.65</b>	-

#### 47. Financial risk management

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide support to 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.

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, 2021 and March 31, 2020.

##### 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.

##### ii. Foreign currency risk and sensitivity

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 financial year expressed in INR are as follows:

Particulars	March 31, 2021			March 31, 2020		
	USD	EURO	Others	USD	EURO	Others
<b>Financial assets</b>						
Loans	-	611.05	-	-	588.38	-
Investments	-	6,898.85	68.43	-	6,898.85	68.44
Trade receivables	69.21	13.92	7.90	69.18	11.35	6.30
Bank balances	0.05	4.50	-	0.18	2.55	-
Other assets	2.85	3.32	23.60	2.94	3.20	19.69
<b>Total</b>	<b>72.11</b>	<b>7,531.64</b>	<b>99.93</b>	<b>72.30</b>	<b>7,504.33</b>	<b>94.43</b>
<b>Financial liabilities</b>						
Borrowings	194.00	-	-	1,635.10	-	-
Trade payables	379.00	5.66	57.89	343.42	10.78	40.89
<b>Total</b>	<b>573.00</b>	<b>5.66</b>	<b>57.89</b>	<b>1,978.52</b>	<b>10.78</b>	<b>40.89</b>

### Foreign currency sensitivity

The Company's currency exposures in respect of monetary items as at March 31, 2021, March 31, 2020 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 Krone etc.

Currency	Change in currency rate	Effect on profit before tax*	
		March 31, 2021	March 31, 2020
USD	+5%	(25.04)	(95.31)
USD	-5%	25.04	95.31
EURO	+5%	31.36	29.74
EURO	-5%	(31.36)	(29.74)

\* 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 (o) 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, 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, 2021 and as at March 31, 2020 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, 2021. The negative working capital as at March 31, 2021 was ₹ 838.75 Crore.

The table below summarises the contractual maturity profile of the Company's financial liabilities:

	On demand	Up to 1 year	2-5 years	> 5 years	Total
<b>Year ended March 31, 2021</b>					
Borrowings	200.00	297.23	1,425.89	2,866.99	4,790.11
Other financial liabilities	-	222.44	2,067.02	-	2,289.46
Trade and other payables	-	1,372.45	-	-	1,372.45
<b>Total</b>	<b>200.00</b>	<b>1,892.12</b>	<b>3,492.91</b>	<b>2,866.99</b>	<b>8,452.02</b>
<b>Year ended March 31, 2020</b>					
Borrowings	8,260.69	2,979.09	653.66	-	11,893.44
Other financial liabilities	-	1,941.57	6.31	-	1,947.88
Trade and other payables	-	1,157.86	-	-	1,157.86
<b>Total</b>	<b>8,260.69</b>	<b>6,078.52</b>	<b>659.97</b>	<b>-</b>	<b>14,999.18</b>

### 48. 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, 2021 (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, 2021).

Net foreign exchange gain aggregating ₹ Nil (previous year: gain of ₹ 115.00 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 ₹ Nil (previous year: ₹ 131.21 Crore) have been amortised during the year.

#### **49. Other Matters**

- a. On June 29, 2021, Suzlon Wind Energy Corporation ('SWECO'), wholly owned step down subsidiary of the Company based in USA filed for voluntary bankruptcy liquidation under Chapter 7 of the US Bankruptcy Code. Accordingly, on loss of control, SWECO shall cease to be a subsidiary of the Company with effect from June 29, 2021.
- b. On June 29, 2021, the Board of Directors of the Company has, subject to customary due diligence, necessary approvals and execution of definitive documents, resolved to divest the Company's 75% stake in Suzlon Generators Limited, a joint venture of the Company, to Voith Turbo Private Limited or its associates. This event is a non-adjusting subsequent event, hence no impact is considered in the financial statements of the Company for the year ended March 31, 2021.

#### **50. 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 safeguard its ability to reduce the cost of capital and 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.

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Equity share capital	1,701.60	1,063.95
Other equity	(5,680.43)	(11,342.24)
<b>Total capital</b>	<b>(3,978.83)</b>	<b>(10,278.29)</b>

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

Ashwani Kumar  
Group Chief Executive Officer

Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Pune  
Date: June 29, 2021

# 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 Shareholding
1	AE-Rotor Holding B.V.	March 31, 2021	June 8, 2001	EURO	85.9594	5,907.45	(10,782.05)	330.11	5,204.71	0.15	-	262.63	-	262.63	-	100.00%
2	Gale Green Urja Limited	March 31, 2021	NA	INR	1.0000	-*	(0.02)	-*	0.02		-	(0.01)	-	(0.01)	-	70.00%
3	Manas Renewables Limited	March 31, 2021	NA	INR	1.0000	-*	(0.20)	-*	0.20		-	(0.02)	-	(0.02)	-	100.00%
4	SE Blades Technology B.V.	March 31, 2021	June 8, 2001	EURO	85.9594	0.15	(15.66)	72.33	87.84		-	(4.43)	-	(4.43)	-	100.00%
5	SE Drive Technik GmbH	March 31, 2021	NA	EURO	85.9594	0.21	(1,486.43)	6.40	1,492.62		-	(93.34)	-	(93.34)	-	100.00%
6	SE Forge Limited	March 31, 2021	NA	INR	1.0000	784.92	(580.20)	614.31	409.59		334.31	(18.86)	-	(18.86)	-	100.00%
7	Sirocco Renewables Limited	March 31, 2021	NA	INR	1.0000	-*	(1.65)	-*	1.65		-	(0.15)	-	(0.15)	-	100.00%
8	Seventus LLC (Formerly Sure Power LLC)	March 31, 2021	NA	USD	73.2973	-	(284.84)	139.70	424.54		-	(4.78)	-	(4.78)	-	79.90%
9	Suryoday Renewables Limited	March 31, 2021	NA	INR	1.0000	0.06	5.98	6.04	-*		-	-*	-*	-*	-	100.00%
10	Suyash Renewables Limited	March 31, 2021	NA	INR	1.0000	-*	(0.02)	-*	0.02		-	(0.01)	-	(0.01)	-	70.00%
11	Suzlon Energy A/S	March 31, 2021	NA	EURO	85.9594	657.34	(671.70)	125.72	140.08	0.03	33.13	3.73	(0.15)	3.88	-	100.00%
12	Suzlon Energy Australia Pty. Ltd.	March 31, 2021	NA	AUD	55.7609	600.98	(589.68)	152.48	141.18		133.83	(5.76)	-	(5.76)	-	100.00%
13	Suzlon Energy B.V.	March 31, 2021	June 8, 2001	USD	73.2973	766.59	(783.20)	0.10	16.71		-	(107.80)	-	(107.80)	-	100.00%
14	Suzlon Energy Korea Co., Ltd.	March 31, 2021	NA	KRW	0.0649	0.63	(0.63)	-	-		-	-	-	-	-	100.00%
15	Suzlon Energy Limited, Mauritius	March 31, 2021	NA	EURO	85.9594	100.11	(92.49)	7.68	0.06	7.61	-	(15.43)	-	(15.43)	-	100.00%
16	Suzlon Generators Limited <sup>a</sup>	March 31, 2021	December 31, 2004	INR	1.0000	76.28	(45.65)	69.92	39.29		53.27	(1.80)	-	(1.80)	-	75.00%
17	Suzlon Global Services Limited	March 31, 2021	January 31, 2005	INR	1.0000	29.37	353.52	2,476.63	2,093.74	-*	1,477.30	246.24	-	246.24	-	100.00%
18	Suzlon Gujarat Wind Park Limited	March 31, 2021	NA	INR	1.0000	1,245.92	(2,635.84)	1,251.97	2,641.89	0.01	171.09	(337.44)	-	(337.44)	-	100.00%
19	Suzlon Power Infrastructure Limited	March 31, 2021	NA	INR	1.0000	194.61	(486.32)	313.28	604.99		22.84	(48.81)	-	(48.81)	-	100.00%
20	Suzlon Project VIII LLC	March 31, 2021	May 4, 2011	USD	73.2973	-	(75.84)	0.97	76.81		-	(2.66)	-	(2.66)	-	100.00%
21	Suzlon Rotor Corporation	March 31, 2021	NA	USD	73.2973	0.01	(51.55)	7.68	59.22		-	-	-	-	-	100.00%
22	Suzlon Wind Energy (Lanka) Pvt. Limited	March 31, 2021	NA	LKR	0.3678	0.01	7.56	8.41	0.84		2.13	(0.22)	-	(0.22)	-	100.00%
23	Suzlon Wind Energy BH	December 31, 2020	NA	BAM	45.7907	0.01	(0.91)	2.01	2.91		0.02	0.80	-	0.80	-	50.00%
24	Suzlon Wind Energy Corporation	March 31, 2021	NA	USD	73.2973	0.01	(174.75)	23.62	198.36		162.03	7.44	0.29	7.15	-	100.00%
25	Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	December 31, 2020	NA	RMB	11.1781	16.65	(15.88)	2.80	2.03		5.01	0.42	0.02	0.40	-	100.00%
26	Suzlon Wind Energy Espana, S.L	March 31, 2021	NA	EURO	85.9594	0.03	33.50	44.45	10.92		8.11	(5.38)	-	(5.38)	-	100.00%
27	Suzlon Wind Energy Limited	March 31, 2021	NA	EURO	85.9594	6,991.10	(6,992.62)	0.03	1.55		-	(0.12)	-	(0.12)	-	100.00%
28	Suzlon Wind Energy Nicaragua Sociedad Anonima	March 31, 2021	NA	EURO	85.9594	-	(21.35)	6.96	28.31		16.16	(6.77)	-	(6.77)	-	100.00%
29	Suzlon Wind Energy Portugal Energia Eloca Unipessoal Lda	March 31, 2021	NA	EURO	85.9594	1.72	13.91	20.90	5.27		12.19	3.94	0.98	2.96	-	100.00%
30	Suzlon Wind Energy Romania SRL	March 31, 2021	NA	RON	17.4667	-*	8.82	15.05	6.23		9.59	3.29	0.58	2.71	-	100.00%

(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 Shareholding
31	Suzlon Wind Energy South Africa (PTY) Ltd	March 31, 2021	October 11, 2010	ZAR	4.9432	2.47	(268.80)	66.52	332.85	-	25.36	33.71	-	33.71	-	80.00%
32	Suzlon Wind Energy Uruguay SA	March 31, 2021	NA	USD	73.2973	4.80	(21.18)	1.74	18.12	-	-	(0.61)	0.02	(0.63)	-	100.00%
33	Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi	March 31, 2021	NA	TRY	8.8357	0.01	38.74	44.57	5.82	-	11.49	14.24	3.03	11.21	-	100.00%
34	SWE Renewables Limited (Formerly Anshuman Renewables Limited)	March 31, 2021	NA	INR	1.0000	0.25	23.74	23.99	-*	-	-	-*	-*	-*	-	100.00%
35	SWE Wind Project Services Limited (Sharanya Renewables Limited)	March 31, 2021	NA	INR	1.0000	0.13	11.85	11.98	-*	-	-	-*	-*	-*	-	100.00%
36	Tarilo Holding B.V.	March 31, 2021	June 18, 2008	EURO	85.9594	74.08	(148.23)	0.01	74.16	-	-	(1.95)	-	(1.95)	-	100.00%
37	Vakratunda Renewables Limited	March 31, 2021	NA	INR	1.0000	-*	(0.10)	-*	0.10	-	-	(0.01)	-	(0.01)	-	100.00%
38	Valum Holding B.V.	March 31, 2021	October 30, 2009	EURO	85.9594	0.15	2.30	4.92	2.47	0.01	-	(0.37)	-	(0.37)	-	100.00%
39	Varadvinayak Renewables Limited	March 31, 2021	NA	INR	1.0000	-*	(0.08)	-*	0.08	-	-	(0.01)	-	(0.01)	-	100.00%
40	Vayudoot Solarfarms Limited <sup>(a)</sup>	March 31, 2021	January 6, 2016	INR	1.0000	1.00	22.85	103.34	79.49	-	12.63	(0.97)	(0.24)	(0.37)	-	51.00%
41	Vignabhara Renewable Energy Limited	March 31, 2021	NA	INR	1.0000	0.38	37.34	37.72	-*	-	-	0.05	0.01	0.04	-	100.00%

<sup>(a)</sup> 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, 2021.

**PART B - Associate and joint ventures****STATEMENT PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANIES AND JOINT VENTURES**

Sl. No.	Name of associate/ joint ventures	Suzlon Energy (Tianjin) Limited	Consortium Suzlon Padgreen Co Ltd	Aalok Solarfarms Limited	Abha Solarfarms Limited	Heramba Renewables Limited	Shreyas Solarfarms Limited
1	Latest audited / unaudited balance sheet date	December 31, 2020	June 30, 2020	March 31, 2021	March 31, 2021	March 31, 2021	March 31, 2021
2	Date of acquisition	NA	NA	March 31, 2016	March 31, 2016	NA	March 31, 2016
3	Shares of associate / joint ventures held by the Company on the year end						
a	Number	N. A.	26	11,66,250	11,66,250	23,32,500	23,32,500
b	Amount of investment (at face value)	58.33	0.00	1.17	1.17	2.33	2.33
c	% of holding	25%	26%	25%	25%	25%	25%
4	Description of how there is significant influence	25% stake in equity	26% stake in equity	25% stake in equity	25% stake in equity	25% stake in equity	25% stake in equity
5	Reason why the associate / joint ventures is not consolidated	The amount of investment has been fully impaired hence Nil impact in consolidation				Investment shown under held for sale	
6	Networth attributable to shareholding as per latest audited Balance sheet	-*	-*	1.48	1.42	2.87	2.58
7	Profit / (loss) for the year						
a	Considered in consolidation	-	-	-	-	-	-
b	Not considered in consolidation	-*	-*	(0.16)	(0.15)	(0.35)	(1.21)

\* Due to certain reasons, the Company could not obtain the financial statements and hence the details of financial captions mentioned above are not available as of March 31, 2021.

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Tulsi R. Tanti  
Chairman and Managing Director  
DIN: 00002283

Ashwani Kumar  
Group Chief Executive Officer

Vinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266

Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Pune  
Date: June 29, 2021

# 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 financial statements of **Suzlon Energy Limited** ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which includes Group's share of profit / loss in its associate and joint ventures, which comprise the Consolidated Balance Sheet as at 31 March 2021, 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, 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 ventures referred to in the Other Matters 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'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2021, 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, its associate and joint ventures 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.

#### Emphasis of Matter

We draw attention to note 2.6 (b) of the consolidated financial statements, which describes the undetermined circumstances relating to the COVID 19 pandemic and its implications on the management's assessment of the Group's ability to generate sufficient cash flows to meet its financial obligations in the foreseeable future under such undetermined circumstances.

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.	<b>Impairment of Property, Plant and Equipment and intangible assets of Suzlon Energy Limited - Refer to notes 7, 8, 9 and 11 to the consolidated financial statements.</b>  As at 31 March 2021, the carrying amounts of Property Plant and equipment and intangible assets amounted to Rs. 558 crores and 194 crores respectively.  As at 31 March 2021, certain Property, plant and equipment ("PP&E") and intangible assets has impairment indicators on account of challenging industry conditions existing in India and financial condition of the Parent. The Parent's performance and prospects have impacted, increasing the risk that the PP&E and intangible assets are impaired. For cash generation units ("CGU") to which these PP&E and intangibles assets belong, 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.  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 and intangible assets of the parent.	We performed the following principal audit procedures in relation to management's assessment of impairment of PP&E and intangible assets: <ul style="list-style-type: none"><li>a) Evaluated the design and implementation and tested the operating effectiveness of the control relating to management's assessment of impairment indicators for PP&amp;E and intangible assets and determination of recoverable amount.</li><li>b) Evaluated the appropriateness of management's grouping of these PP&amp;E with the relevant CGUs.</li><li>c) Compared the input data used in the cash flow forecasts against the historical figures and the business forecasts.</li><li>d) Involved valuation experts to assist in:-<ul style="list-style-type: none"><li>• Evaluation of the appropriateness of the model adopted for impairment assessment;</li><li>• Evaluation of key assumptions including discount rates, long term growth rate based on assessment of information available in public domain; and</li><li>• Performing 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 PP&amp;E and Intangible assets to be impaired.</li></ul></li><li>e) Evaluated disclosures made in the consolidated financial statements and the related compliance with the requirements of the applicable accounting standards.</li></ul>

Sr. No.	Key Audit Matter	Auditor's Response
2.	<p><b>Accounting of Term Loans, Optionally Convertible Debenture, equity share and warrants and financial liabilities towards Compulsory Convertible Preference Shares issued by Suzlon Global Services Limited as per Framework Restructuring Agreements ("FRA"). Refer notes 20 and 23 of consolidated financial statements.</b></p> <p>The Group during the year entered in to a Framework restructuring agreement ('FRA') to give effect to the debt resolution plan with its lenders effective from 30 June 2020 (Effective date).</p> <p>As a result, debts aggregating Rs. 12,153 Crores ('original borrowings') of "Suzlon - The Group" which comprises of Suzlon Energy Limited, 3 Subsidiaries i.e. Suzlon Global Services Limited, Suzlon Power Infrastructure Limited, Suzlon Gujarat Wind Park Limited and a joint venture i.e. Suzlon Generators Limited, were restructured as below:</p> <ul style="list-style-type: none"> <li>a) Term loan of Rs. 3,600 Crores</li> <li>b) Optionally Convertible Debentures ('OCD') of Rs. 4,100 Crores issued by the Parent Company,</li> <li>c) Issue of equity shares and share warrants of the Parent Company and</li> <li>d) Issue of Compulsory Convertible Preference Shares ('CCPS') by Suzlon Global Services Limited of Rs. 4,453 Crores ('financial liabilities towards CCPS').</li> </ul> <p>The accounting of Term Loans, OCD, equity share and warrants and financial liabilities towards CCPS and its resultant difference on account of extinguishment of original borrowings are based on complex assumptions that require the management to exercise their judgment.</p> <p>Refer Note 20 of consolidated financial statements for the accounting of resultant difference due to extinguishment of original borrowing and Note 23 of consolidated financial statements for recording and measurement of the carrying value of financial liabilities, equity shares and warrants.</p> <p>We focused on the accounting of term loans, OCD, equity shares and warrants and financial liabilities towards CCPS and its resultant difference on account of extinguishment of original liabilities as well as the measurement due to significance of the amounts and complex judgements involved.</p>	<p>We performed the following principal audit procedures in relation to accounting of resolution plan and the treatment of resultant difference arising from the such restructuring:</p> <ol style="list-style-type: none"> <li>Evaluated the design and implementation and tested the operating effectiveness of the control relating to accounting and measurement of Term loans, OCD, Shares and warrants and financial liabilities towards CCPS and resultant difference on extinguishment of original borrowings as per the terms of FRA.</li> <li>Involved internal valuation expert to assist in Valuation of financial liabilities towards CCPS: <ul style="list-style-type: none"> <li>• Evaluation of appropriateness of management's assessments of each exit option and liability arising thereof;</li> <li>• Evaluation of the appropriateness of the model adopted for determining the value of the liability;</li> <li>• Evaluation of key assumptions including discount rates, long term growth rate based on assessment of information available in public domain; and</li> <li>• Performing sensitivity analysis around the key assumptions, to ascertain the extent of change in those assumptions that either individually or collectively would be required for fair valuation of exit option liability.</li> </ul> </li> <li>Evaluated the allocation of probability towards various options liability.</li> <li>Involved experts to assist in accounting of option liability and difference on extinguishment of original borrowing.</li> <li>Evaluated the management's assessment of the rights existing with the lenders to control the Group and verified the accounting treatment for the resultant difference arising from extinguishment of the original borrowings.</li> <li>Evaluated disclosures made in the consolidated financial statements and the related compliance with the requirements of the applicable accounting standards.</li> </ol>
3.	<p><b>Recoverability and valuation of allowance for impairment of overdue trade receivables of Suzlon Energy Limited ('SEL'), Suzlon Gujarat Wind Park Limited ('SGWPL') and Suzlon Power Infrastructure Limited ('SPIL') and other financial assets (Power evacuation infrastructure receivables in Suzlon Energy Limited ('PE receivables')). Refer note 13 and 15 of Consolidated financial statements.</b></p> <p>The Company had old outstanding trade receivables of Rs. 726 Crores for more than 365 days ('Overdue trade receivable') and PE receivables of Rs. 134 Crores as on 31 March 2021</p> <p>We focused on this area due to the significance of management judgements adopted in assessing the recoverability of overdue trade receivable, PE receivables and determination of expected credit loss.</p>	<p>We performed the following principal audit procedures in relation to valuation of Overdue trade receivables and PE receivables:</p> <ol style="list-style-type: none"> <li>Evaluated the design and implementation of the control relating to management's assessment of recoverability and determination of expected credit loss of overdue trade receivables and PE receivables.</li> <li>Tested the operating effectiveness of control relating to management's assessment of recoverability and determination of expected credit loss of overdue trade receivables and PE receivables.</li> <li>Evaluated reasonableness of the method, assumptions and judgements used by the management with respect to recoverability and determination of expected credit loss of Overdue trade receivables and PE receivables.</li> <li>Obtain balance confirmation for selected samples and verified the reconciliation for differences, if any.</li> <li>Obtained the list of long outstanding receivable and assessed the recoverability of these through inquiry with the management and by obtaining sufficient corroborative evidence to support the conclusion.</li> <li>Determine the net exposure after considering the Provision of Doubtful debt and other liabilities payable such as liquidated damages, claims payables to each trade receivables.</li> <li>Assessed the profile of trade receivables and the economic environment applicable to these trade receivables. Evaluated the simplified approach applied by the Group to identify lifetime expected credit losses. In doing so, tested the historical provision rates and an evaluation was carried out for the need for it to be adjusted to reflect relevant, reasonable and supportable information about future expectations.</li> <li>Compared receipts from trade receivables after the financial year-end relating to trade receivable balances as at 31 March 2021 with bank statements and/or relevant underlying documentation for selected samples.</li> </ol>

#### 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, Management discussion and analysis, Business responsibility Report, Corporate Governance report and Directors' Report including Annexures thereof, 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 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 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 its 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 respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to 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 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. 164 crores as at 31 March 2021 and total revenue of Rs. 104 crores for the year ended on that date, as considered in the respective standalone financial statements of the companies included in the Group. The financial statements 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 subsidiaries, whose financial statements reflect total assets of Rs. 836 crores as at 31 March 2021, total revenues of Rs. 318 crores and net cash outflows amounting to Rs. 8 crores 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, joint ventures and associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associate is based solely on the reports of the other auditors.
- (c) We did not audit the financial statements of fifteen subsidiaries, whose financial statements reflect total assets of Rs. 396 crores as at 31 March 2021, total revenues of Rs. 79 crores and net cash outflows amounting to Rs. 0.42 crores for the year ended on that date, as considered in the consolidated financial statements. 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, joint ventures and 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 separate financial statements of the branches, subsidiaries, 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 reports on the accounts of the branch offices of the Companies included in the Group audited under Section 143(8) of the Act by branch auditors have been sent to us other auditors and have been properly dealt with by us in preparing this report.
  - d) 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 and the other auditors from the branches not visited by us.
  - e) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - f) On the basis of the written representations received from the directors of the Parent as on 31 March 2021 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate and joint ventures incorporated in India is disqualified as on 31 March 2021 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 company, subsidiary companies, associate and joint ventures incorporated in India. 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;
    - 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;
    - 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 subsidiaries, associate and joint ventures incorporated in India.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**Saira Nainar**

Partner

Membership No. 040081

UDIN:20040081AAAACS7938

Place : Mumbai  
Date : 29 June 2021

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph (h) 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 31 March 2021, we have audited the internal financial controls over financial reporting of Suzlon Energy Limited (hereinafter referred to as "Parent") and its subsidiaries, 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 subsidiaries 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 Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiaries 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 Companies Act, 2013, 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, the audit evidence obtained by the branch auditors and other auditors of the subsidiaries 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 subsidiaries 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 subsidiaries 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 31 March 2021, 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, fourteen subsidiaries, two joint ventures and four associate companies, 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)

Saira Nainar

Partner

Membership No. 040081  
UDIN:20040081AAAACS7938

Place : Mumbai  
Date : 29 June 2021

**Consolidated balance sheet as at March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	7	803.85	905.04
Right-of-use assets	38	131.46	143.39
Capital work-in-progress	8	103.93	110.08
Investment property	10	32.64	34.67
Goodwill	9	7.63	7.63
Other intangible assets	9	190.46	267.50
Intangible assets under development	11	3.52	12.30
Investments in an associate and joint ventures	12 (a)	22.97	19.71
Financial assets			
Other investment	12 (b)	0.03	0.03
Trade receivables	13	-	-
Other financial assets	15	402.63	284.40
Other non-current assets	16	54.46	51.05
		<b>1,753.58</b>	<b>1,835.80</b>
<b>Current assets</b>			
Inventories	17	2,172.76	2,055.59
Financial assets			
Trade receivables	13	1,189.72	1,364.54
Cash and cash equivalents	18	262.50	57.59
Bank balance other than above		-	24.74
Loans	14	21.27	22.45
Other financial assets	15	175.97	108.71
Current tax asset, net		6.12	20.46
Other current assets	16	969.58	989.47
		<b>4,797.92</b>	<b>4,643.55</b>
<b>Assets classified as held for sale</b>	<b>19</b>	<b>49.59</b>	<b>51.00</b>
<b>Total assets</b>	<b>19</b>	<b>6,601.09</b>	<b>6,530.35</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	20	1,701.60	1,063.95
Other equity	21	(5,044.63)	(12,046.89)
Non-controlling interests	22	(57.68)	(58.90)
		<b>(3,400.71)</b>	<b>(11,041.84)</b>
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	23	6,027.20	841.77
Lease liabilities	38	55.19	63.07
Other financial liabilities	24	22.35	28.02
Provisions	26	82.51	93.27
Other non-current liabilities	25	0.77	0.89
		<b>6,188.02</b>	<b>1,027.02</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	23	175.34	8,843.85
Lease liabilities	38	11.52	9.88
Trade payables		1,581.99	1,298.18
Other financial liabilities	24	1,012.66	5,300.66
Contract liabilities		405.33	258.36
Other current liabilities	25	87.80	128.58
Provisions	26	539.14	705.66
		<b>3,813.78</b>	<b>16,545.17</b>
<b>Liabilities directly associated with assets classified as held for sale</b>	<b>19</b>	<b>-</b>	<b>-</b>
<b>Total equity and liabilities</b>	<b>19</b>	<b>6,601.09</b>	<b>6,530.35</b>
<b>Summary of significant accounting policies</b>	<b>2.4</b>		

The accompanying notes are an integral part of the consolidated financial statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
ICAI Firm Registration Number: 117366W/W-100018For and on behalf of the Board of Directors of  
Suzlon Energy LimitedSaira Nainar  
Partner  
Membership No.: 040081Tulsi R. Tanti  
Chairman and Managing Director  
DIN: 00002283  
Ashwani Kumar  
Group Chief Executive OfficerVinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026Place: Mumbai  
Date: June 29, 2021Place: Pune  
Date: June 29, 2021

**Consolidated statement of profit and loss for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

<b>Particulars</b>	<b>Notes</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Income</b>			
Revenue from operations	27	3,294.65	2,933.20
Other operating income		51.07	39.65
Other income	28	19.87	27.57
		<b>3,365.59</b>	<b>3,000.42</b>
<b>Expenses</b>			
Cost of raw materials, components consumed and services rendered	29	1,610.75	1,404.41
Changes in inventories of finished goods, semi-finished goods and work-in-progress	29	(33.48)	469.10
Employee benefits expense	30	553.21	796.25
Finance costs	31	996.26	1,367.29
Depreciation and amortisation expense	9	258.38	418.61
Other expenses	32	680.96	1,162.82
		<b>4,066.08</b>	<b>5,618.48</b>
<b>Profit/ (loss) before exceptional items and tax</b>		<b>(700.49)</b>	<b>(2,618.06)</b>
Exceptional items	33	(805.46)	65.89
<b>Profit/ (loss) before tax</b>		<b>104.97</b>	<b>(2,683.95)</b>
<b>Tax expense</b>	34		
Current tax		4.63	7.44
Deferred tax		-	-
<b>Profit/ (loss) after tax</b>		<b>100.34</b>	<b>(2,691.39)</b>
Share of profit/ (loss) of associate and joint ventures		3.25	(0.45)
<b>Net profit/ (loss) for the year</b>		<b>103.59</b>	<b>(2,691.84)</b>
<b>Other comprehensive income</b>	35		
<b>Items that will not be reclassified to profit or loss :</b>			
Re-measurements of the defined benefit plans		(0.40)	6.75
Income tax effect on the above		-	-
Share of other comprehensive income of joint ventures		0.02	(0.14)
Income tax effect on the above		-	-
		<b>(0.38)</b>	<b>6.61</b>
<b>Items that will be reclassified to profit or loss :</b>			
Exchange differences on translation of foreign operations		31.62	134.08
Income tax effect on the above		-	-
		<b>31.62</b>	<b>134.08</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>31.24</b>	<b>140.69</b>
<b>Total comprehensive income for the year</b>		<b>134.83</b>	<b>(2,551.15)</b>
<b>Profit/ (loss) for the year attributable to</b>			
Owners of the Company		104.18	(2,642.23)
Non-controlling interest		(0.59)	(49.61)
		<b>103.59</b>	<b>(2,691.84)</b>

**Consolidated statement of profit and loss for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	March 31, 2021	March 31, 2020
<b>Other comprehensive income for the year attributable to:</b>			
Owners of the Company		31.24	140.69
Non-controlling interest		-	-
		<b>31.24</b>	<b>140.69</b>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Company		135.42	(2,501.54)
Non-controlling interest		(0.59)	(49.61)
		<b>134.83</b>	<b>(2,551.15)</b>
<b>Earnings/ (loss) per equity share (EPS)</b>	<b>36</b>		
- Basic earnings per share [Nominal value of share ₹ 2 (₹ 2)]		0.14	(4.97)
- Diluted earnings per share [Nominal value of share ₹ 2 (₹ 2)]		0.12	(4.97)
<b>Summary of significant accounting policies</b>	<b>2.4</b>		

The accompanying notes are an integral part of the consolidated financial statements.  
In terms of our report attached

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
ICAI Firm Registration Number: 117366W/W-100018

Saira Nainar  
Partner  
Membership No.: 040081

Place: Mumbai  
Date: June 29, 2021

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Tulsi R. Tanti  
Chairman and Managing Director  
DIN: 00002283  
Ashwani Kumar  
Group Chief Executive Officer

Vinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266  
Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Pune  
Date: June 29, 2021

## Consolidated statement of changes in equity for the year ended March 31, 2021

All amounts in ₹ Crore, unless otherwise stated

	Attributable to owners of the parent company										Non-controlling interest			Total		
	No. in Crore	₹ in Crore	Equity component of compulsory convertible debentures	Equity component of compound financial instruments (refer Note 23(f))	Share application money pending allotment	Capital reserve	Capital reserve on redemption consolidation	Reserves and surplus	General statutory reserve	Securities premium	Capital contribution	Foreign currency monetary item translation difference account	Retained earnings	Foreign currency translation reserve	Money received against share warrants	Total other equity
<b>a. Equity share capital</b>																
Equity shares of ₹ 2 each, subscribed and fully paid																
At April 1, 2019	531.98	1,063.95														
Issue of share capital (refer Note 20)	-	-														
<b>At March 31, 2020</b>	<b>531.98</b>	<b>1,063.95</b>														
Issue of share capital (refer Note 20)	318.82	637.65														
<b>At March 31, 2021</b>	<b>850.80</b>	<b>1,701.60</b>														
<b>b. Other equity</b>																
Profit/(loss) for the year	-	-	28.50	-	23.30	0.03	15.00	1.11	916.89	9,239.10	-	(16.21)	(19,106.26)	(663.02)	(5,561.56)	
Other comprehensive income (refer Note 35)	-	-	-	-	-	-	-	-	-	-	-	(2,542.23)	-	(2,642.23)	(49.61)	
Total comprehensive income	-	-	-	-	-	-	-	-	-	-	-	6.61	134.08	-	(40.69)	
(Gain)/loss and amortisation on long term foreign currency monetary items	-	-	-	-	-	-	-	-	-	-	-	16.21	-	-	16.21	
Foreign currency translation on non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(3.81)	
<b>As at March 31, 2020</b>	<b>-</b>	<b>28.50</b>	<b>-</b>	<b>23.30</b>	<b>0.03</b>	<b>15.00</b>	<b>1.11</b>	<b>916.89</b>	<b>9,239.10</b>	<b>-</b>	<b>-</b>	<b>(21,741.88)</b>	<b>(528.94)</b>	<b>-</b>	<b>(12,046.89)</b>	
<b>As at April 1, 2019</b>	<b>-</b>	<b>28.50</b>	<b>-</b>	<b>23.30</b>	<b>0.03</b>	<b>15.00</b>	<b>1.11</b>	<b>916.89</b>	<b>9,239.10</b>	<b>-</b>	<b>-</b>	<b>(21,741.88)</b>	<b>(528.94)</b>	<b>-</b>	<b>(12,046.89)</b>	
Profit/(loss) for the year	-	-	-	-	-	-	-	-	-	-	-	104.18	-	104.18	(0.59)	
Other comprehensive income (refer Note 35)	-	-	-	-	-	-	-	-	-	-	-	(0.38)	31.62	-	31.24	
Total comprehensive income	-	-	-	-	-	-	-	-	-	-	-	103.80	31.62	-	135.42	
Securities premium on issue of shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-	134.83	
Issue of compulsory convertible debentures	-	-	-	-	-	-	-	-	-	-	-	-	-	-	62.85	
Equity component of August 2022 Foreign Currency Convertible Bonds (FCCBs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	62.85	
Conversion of July 2019 FCCBs	12.99	(28.50)	-	-	-	-	-	-	-	-	-	-	-	-	49.98	
Warrants issued to Endors (refer Note 20(c)(iii))	-	-	-	-	-	-	-	-	-	-	-	-	-	-	41.65	
Difference on extinguishment of debts, pursuant to resolution plan (refer Note 4 and 23)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	20.710	
Foreign currency translation on non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-	231.84	
<b>As at March 31, 2021</b>	<b>12.99</b>	<b>41.65</b>	<b>49.98</b>	<b>23.30</b>	<b>0.03</b>	<b>15.00</b>	<b>1.11</b>	<b>916.89</b>	<b>9,563.40</b>	<b>6,273.42</b>	<b>-</b>	<b>(21,676.92)</b>	<b>(497.32)</b>	<b>231.84</b>	<b>(5,044.63)</b>	
<i>a) Refer Note 20 for nature and purpose of reserves (refer Note 24)</i>																
<i>b) Summary of significant accounting policies (refer Note 24)</i>																

The accompanying notes are an integral part of the consolidated financial statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
ICAI Firm Registration Number: 117366WW/W/100018  
Saira Naijar  
Partner  
Membership No.: 040081

Place: Mumbai  
Date: June 29, 2021  
Vinod R. Tanti  
Chairman and Managing Director  
DIN: 00002283  
Ashwani Kumar  
Group Chief Executive Officer

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Vinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266  
Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026  
Place: Pune  
Date: June 29, 2021

**Consolidated statement of cash flows for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

<b>Particulars</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Cash flow from operating activities</b>		
Profit/ (loss) before tax	<b>104.97</b>	(2,683.95)
<b>Adjustments for:</b>		
Depreciation and amortisation expense	258.38	418.61
Exceptional items	(805.46)	16.81
Loss on disposal of property, plant and equipment, and investment property, net	2.41	4.00
Other income	(33.20)	(52.99)
Interest expenses and other borrowing cost	957.37	1,290.12
Gain on sale of investment	-	(0.03)
Operation, maintenance and warranty expenditure	59.87	5.09
Liquidated damages expenditure	(49.36)	78.30
Performance guarantee expenditure	52.52	102.58
Bad debts written off	15.72	13.33
Impairment allowance	2.43	(5.25)
Provision for doubtful debts and advances, net	90.86	74.69
Adjustments for consolidation*	(26.63)	(134.11)
Capital work-in-progress written off	1.12	48.62
Exchange differences, net	45.52	497.63
<b>Operating profit / (loss) before working capital changes</b>	<b>676.52</b>	(326.55)
<b>Movements in working capital</b>		
(Increase) / decrease in financial assets and other assets	(164.05)	591.02
(Increase) / decrease in trade receivables	67.76	188.91
(Increase) / decrease in inventories	(117.17)	858.34
(Decrease) / increase in other liabilities, financial liabilities and provisions	54.05	(2,233.16)
<b>Cash (used in) / generated from operating activities</b>	<b>517.11</b>	(921.44)
Direct taxes paid (net of refunds)	13.39	(7.60)
<b>Net cash (used in) / generated from operating activities</b>	<b>A</b>	<b>530.50</b>
<b>Cash flow from investing activities</b>		
Payment for purchase of property, plant and equipments including capital work-in-progress and capital advances and assets held for sale	(51.93)	(100.49)
Proceeds from sale of property, plant and equipment and investment property	2.95	0.68
Proceeds from sale of stake in subsidiaries and joint ventures	-	30.51
Income from investment property	13.33	25.42
Inter-corporate deposits repaid / (granted), net	3.20	(15.08)
Interest received	8.72	26.50
<b>Net cash (used in) / generated from investing activities</b>	<b>B</b>	<b>(23.73)</b>
<b>Cash flow from financing activities</b>		
Repayment of long-term borrowings (refer Note 4 and 23)	(191.42)	(4,174.53)
Proceeds / (repayment) from short term-borrowings, net	(118.48)	5,587.22
Proceeds from issue of debentures	49.98	-
Proceeds from issuance of share capital including premium (refer Note 23(a))	342.16	-
Interest and other borrowing cost paid	(408.84)	(443.45)
<b>Net cash (used in) / generated from financing activities</b>	<b>C</b>	<b>(326.60)</b>
<b>Net increase in cash and cash equivalents</b>	<b>A+B+C</b>	<b>180.17</b>
Less: Cash and bank balances adjusted on liquidation	-	(0.03)
<b>Total</b>		<b>180.17</b>
Cash and cash equivalents at the beginning of year	82.33	74.62
<b>Cash and cash equivalents at the end of year</b>	<b>262.50</b>	<b>82.33</b>

**Consolidated statement of cash flows for the year ended March 31, 2021**

All amounts in ₹ Crore, unless otherwise stated

Components of cash and cash equivalents	Notes	As at March 31, 2021	As at March 31, 2020
Balance with banks		260.90	81.39
Cheques on hand		-	-
Cash on hand		1.60	0.94
		<b>262.50</b>	<b>82.33</b>

**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 & Sells LLP

Chartered Accountants

ICAI Firm Registration Number: 117366W/W-100018

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Saira Nainar

Partner

Membership No.: 040081

Tulsi R. Tanti  
Chairman and Managing Director

DIN: 00002283

Ashwani Kumar  
Group Chief Executive Officer

Vinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN: 00002266

Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Mumbai

Date: June 29, 2021

Place: Pune

Date: June 29, 2021

**Notes to consolidated financial statement for the year ended March 31, 2021**

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, associate and joint ventures (together referred to as 'the Group') is primarily engaged in the business of manufacturing, project execution and operation and maintenance of wind turbine generators ('WTGs') and sale of related components of various capacities.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on June 29, 2021.

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	% of ownership as at March 31,	
				2021	2020
1	AE-Rotor Holding B.V.	Investment	The Netherlands	100.00%	100.00%
2	Gale Green Urja Limited	IPP	India	70.00%	70.00%
3	Manas Renewables Limited	IPP	India	100.00%	100.00%
4	SE Blades Technology B.V.	Technology	The Netherlands	100.00%	100.00%
5	SE Drive Technik GmbH	Investment	Germany	100.00%	100.00%
6	SE Forge Limited	Manufacturing	India	100.00%	100.00%
7	Sirocco Renewables Limited	IPP	India	100.00%	100.00%
8	Seventus LLC	Marketing	USA	79.90%	79.90%
9	Suryoday Renewables Limited	Solar	India	100.00%	100.00%
10	Suyash Renewables Limited	IPP	India	70.00%	70.00%
11	Suzlon Energy A/S	Marketing and OMS	Denmark	100.00%	100.00%
12	Suzlon Energy Australia Pty Ltd	Marketing and OMS	Australia	100.00%	100.00%
13	Suzlon Energy B.V.	Investment	The Netherlands	100.00%	100.00%
14	Suzlon Energy Korea Co Ltd	Marketing and OMS	Republic of South Korea	100.00%	100.00%
15	Suzlon Energy Limited	Investment	Mauritius	100.00%	100.00%
16	Suzlon Global Services Limited	OMS	India	100.00%	100.00%
17	Suzlon Gujarat Wind Park Limited	Project execution	India	100.00%	100.00%
18	Suzlon Power Infrastructure Limited	Project execution	India	100.00%	100.00%
19	Suzlon Project VIII LLC	Investment	USA	100.00%	100.00%
20	Suzlon Rotor Corporation	Manufacturing	USA	100.00%	100.00%
21	Suzlon Wind Energy (Lanka) Pvt Limited	Marketing and OMS	Sri Lanka	100.00%	100.00%
22	Suzlon Wind Energy BH	Marketing	Bosnia and Herzegovina	50.00%	50.00%
23	Suzlon Wind Energy Corporation [refer Note 48(a)]	Marketing and OMS	USA	100.00%	100.00%
24	Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	Marketing	China	100.00%	100.00%
25	Suzlon Wind Energy Espana, S.L	Marketing and OMS	Spain	100.00%	100.00%
26	Suzlon Wind Energy Limited	Investment	United Kingdom	100.00%	100.00%
27	Suzlon Wind Energy Nicaragua Sociedad Anonima	Marketing and OMS	Nicaragua	100.00%	100.00%
28	Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda	Marketing and OMS	Portugal	100.00%	100.00%
29	Suzlon Wind Energy Romania SRL	Marketing and OMS	Romania	100.00%	100.00%
30	Suzlon Wind Energy South Africa (PTY) Ltd	Marketing and OMS	South Africa	80.00%	80.00%
31	Suzlon Wind Energy Uruguay SA	Marketing and OMS	Uruguay	100.00%	100.00%
32	Suzlon Wind Enerji Sanayi Ve Ticaret Sirketi	Marketing and OMS	Turkey	100.00%	100.00%
33	SWE Renewables Limited ((formerly Anshuman Renewables Limited)	Solar	India	100.00%	100.00%
34	SWE Wind Project Services Limited (formerly Sharanya Renewables Limited)	Solar	India	100.00%	100.00%
35	Tarilo Holding B.V.	Investment	The Netherlands	100.00%	100.00%
36	Vakratunda Renewables Limited	IPP	India	100.00%	100.00%
37	Valum Holding B.V.	Investment	The Netherlands	100.00%	100.00%
38	Varadvinayak Renewables Limited	IPP	India	100.00%	100.00%
39	Vignaharta Renewable Energy Limited	IPP	India	100.00%	100.00%

**b. Details of associates:**

Sl. No.	Name of associate	Principal activities	Country of incorporation	% of ownership as at March 31,	
				2021	2020
1	Suzlon Energy (Tianjin) Limited	Manufacturing	China	25.00%	25.00%
2	Aalok Solarfarms Limited ^	Solar	India	25.00%	-
3	Abha Solarfarms Limited ^	Solar	India	25.00%	-
4	Heramba Renewables Limited ^	Solar	India	25.00%	-
5	Shreyas Solarfarms Limited ^	Solar	India	25.00%	-

**c. Details of joint ventures:**

Sl. No.	Name of joint venture	Principal activities	Country of incorporation	% of ownership as at March 31,	
				2021	2020
1	Aalok Solarfarms Limited ^	Solar	India	-	25.00%
2	Abha Solarfarms Limited ^	Solar	India	-	25.00%
3	Consortium Suzlon Padgreen Co Ltd	Investment	Mauritius	26.00%	26.00%
4	Heramba Renewables Limited ^	Solar	India	-	25.00%
5	Shreyas Solarfarms Limited ^	Solar	India	-	25.00%
6	Suzlon Generators Limited [refer Note 48 (b)]	Manufacturing	India	75.00%	75.00%
7	Vayudoot Solarfarms Limited ^	Solar	India	51.04%	51.04%

<sup>\$</sup> Ceased to be joint ventures w.e.f. January 01, 2021 and classified as an associate.

<sup>^</sup> The Group has reclassified its investments, who are engaged in the business of generation of electricity through solar energy, as "held for sale".

**d. Statutory group information under Schedule III to the Companies Act, 2013, of entities consolidated as subsidiary, associate and joint ventures:**

Name of the entity in the Group	March 31, 2021							
	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 % at Consolidated total comprehensive income	Amount
<b>Parent</b>								
Suzlon Energy Limited	1.17	(3,978.83)	(3.85)	(398.40)	(0.00)	(0.11)	(2.96)	(398.51)
<b>Subsidiaries</b>								
<b>Indian</b>								
Gale Green Urja Limited	0.00	(0.02)	(0.00)	(0.01)	-	-	(0.00)	(0.01)
Manas Renewables Limited	0.00	(0.20)	(0.00)	(0.02)	-	-	(0.00)	(0.02)
SE Forge Limited	(0.06)	204.73	(0.18)	(18.85)	0.00	0.07	(0.14)	(18.78)
Sirocco Renewables Limited	0.00	(1.65)	(0.00)	(0.15)	-	-	(0.00)	(0.15)
Suryoday Renewables Limited	(0.00)	6.04	-	0.00*	-	-	-	0.00*
Suyash Renewables Limited	0.00	(0.02)	(0.00)	(0.01)	-	-	(0.00)	(0.01)
Suzlon Global Services Limited	(0.11)	382.89	2.38	246.24	(0.01)	(0.36)	1.82	245.88
Suzlon Gujarat Wind Park Limited	0.41	(1,389.92)	(3.26)	(337.44)	(0.00)	(0.01)	(2.50)	(337.45)
Suzlon Power Infrastructure Limited	0.09	(291.71)	(0.47)	(48.81)	0.00	0.02	(0.36)	(48.79)
SWE Renewables Limited (formerly Anshuman Renewables Limited)	(0.01)	23.99	-	0.00*	-	-	-	0.00*
SWE Wind Project Services Limited (formerly Sharanya Renewables Limited)	(0.00)	11.97	-	0.00*	-	-	-	0.00*
Vakratunda Renewables Limited	0.00	(0.10)	(0.00)	(0.01)	-	-	(0.00)	(0.01)
Varadvinayak Renewables Limited	0.00	(0.08)	(0.00)	(0.01)	-	-	(0.00)	(0.01)
Vignaharta Renewable Energy Limited	(0.01)	37.71	0.00	0.04	-	-	0.00	0.04
<b>Overseas</b>								
AE-Rotor Holding B.V.	1.43	(4,874.55)	2.56	265.06	-	-	1.97	265.06
SE Blades Technology B.V.	0.00	(15.51)	(0.04)	(4.46)	-	-	(0.03)	(4.46)
SE Drive Technik GmbH	0.44	(1,486.22)	(0.91)	(93.98)	-	-	(0.70)	(93.98)
Seventus LLC	0.08	(284.84)	(0.05)	(4.84)	-	-	(0.04)	(4.84)
Suzlon Energy A/S	0.01	(27.16)	(0.83)	(85.49)	-	-	(0.63)	(85.49)
Suzlon Energy Australia Pty. Ltd.	(0.00)	9.63	(0.03)	(3.20)	-	-	(0.02)	(3.20)
Suzlon Energy B.V.	0.00	(16.61)	(1.05)	(109.11)	-	-	(0.81)	(109.11)
Suzlon Energy Korea Co., Ltd.	-	-	-	-	-	-	-	-
Suzlon Energy Ltd., Mauritius	(0.00)	7.63	(0.15)	(15.54)	-	-	(0.12)	(15.54)

Name of the entity in the Group	March 31, 2021							
	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 % at Consolidated total comprehensive income	Amount
Suzlon Rotor Corporation	0.02	(51.54)	-	-	-	-	-	-
Suzlon Wind Energy (Lanka) Pvt Ltd	(0.00)	7.57	(0.00)	(0.24)	-	-	(0.00)	(0.24)
Suzlon Wind Energy BH	0.00	(0.90)	0.01	0.77	-	-	0.01	0.77
Suzlon Wind Energy Corporation	0.05	(174.53)	0.07	7.31	-	-	0.05	7.31
Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	(0.00)	10.73	0.01	0.54	-	-	0.00	0.54
Suzlon Wind Energy Espana, S.L	(0.01)	33.51	(0.22)	(22.64)	-	-	(0.17)	(22.64)
Suzlon Wind Energy Ltd	0.00	(1.51)	(0.00)	(0.12)	-	-	(0.00)	(0.12)
Suzlon Wind Energy Nicaragua	0.01	(21.37)	(0.07)	(6.82)	-	-	(0.05)	(6.82)
Sociedad Anonima								
Suzlon Wind Energy Portugal Energia	(0.00)	15.59	0.03	2.98	-	-	0.02	2.98
Elocia Unipessoal Lda								
Suzlon Wind Energy Romania SRL	(0.00)	8.81	0.03	2.77	-	-	0.02	2.77
Suzlon Wind Energy South Africa (PTY) Ltd	0.08	(266.40)	0.30	31.08	-	-	0.23	31.08
Suzlon Wind Energy Uruguay SA	0.00	(16.38)	(0.01)	(0.63)	-	-	(0.00)	(0.63)
Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi	(0.01)	38.78	0.13	13.28	-	-	0.10	13.28
Tarilo Holding B.V.	0.02	(74.15)	(0.02)	(1.96)	-	-	(0.01)	(1.96)
Valum Holding B.V.	(0.00)	2.46	(0.00)	(0.37)	-	-	(0.00)	(0.37)
Non-controlling interests	0.02	(57.68)	0.01	0.59	-	-	0.00	0.59
<b>Joint ventures</b>								
<b>Indian</b>								
Suzlon Generators Limited	-	-	0.03	3.25	0.00	0.02	0.02	3.27
Vayudoot Solarfarms Limited	-	-	-	-	-	-	-	-
<b>Overseas</b>								
Consortium Suzlon Padgreen Co Ltd	-	-	-	-	-	-	-	-
<b>Associates</b>								
<b>Indian</b>								
Aalok Solarfarms Limited	-	-	-	-	-	-	-	-
Abha Solarfarms Limited	-	-	-	-	-	-	-	-
Heramba Renewables Limited	-	-	-	-	-	-	-	-
Shreyas Solarfarms Limited	-	-	-	-	-	-	-	-
<b>Overseas</b>								
Suzlon Energy (Tianjin) Ltd.								
<b>Eliminations</b>	(2.60)	8,829.12	6.59	682.79	1.01	31.61	5.30	714.40
<b>Total</b>	1.00	(3,400.71)	1.00	103.59	1.00	31.24	1.00	134.83

Name of the entity in the Group	March 31, 2020							
	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 % at Consolidated total comprehensive income	Amount
<b>Parent</b>								
Suzlon Energy Limited	0.93	(10,278.29)	1.22	(3,276.63)	0.04	5.11	1.28	(3,271.52)
<b>Subsidiaries</b>								
<b>Indian</b>								
Gale Green Urja Limited	0.00	(0.01)	-	0.00*	-	-	-	0.00*
Manas Renewables Limited	0.00	(0.18)	0.00	(0.02)	-	-	0.00	(0.02)
SE Forge Limited	(0.02)	223.08	0.01	(35.78)	0.00	0.15	0.01	(35.63)
Sirocco Renewables Limited	0.00	(1.50)	0.00	(0.15)	-	-	0.00	(0.15)
Suryoday Renewables Limited	(0.00)	6.04	0.00	(0.21)	-	-	0.00	(0.21)
Suyash Renewables Limited	0.00	(0.01)	-	0.00*	-	-	-	0.00*
Suzlon Global Services Limited	(0.08)	854.13	(0.07)	184.58	0.00	0.37	(0.07)	184.95
Suzlon Gujarat Wind Park Limited	0.11	(1,239.61)	0.19	(501.81)	0.01	0.99	0.20	(500.82)
Suzlon Power Infrastructure Limited	0.03	(348.22)	0.02	(66.24)	0.00	0.13	0.03	(66.11)
SWE Renewables Limited (formerly Anshuman Renewables Limited	(0.00)	24.00	0.00	(1.02)	-	-	0.00	(1.02)
SWE Wind Project Services Limited (formerly Sharanya Renewables Limited)	(0.00)	11.98	0.00	(0.53)	-	-	0.00	(0.53)

March 31, 2020								
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 % at Consolidated total comprehensive income	Amount
Vakratunda Renewables Limited	0.00	(0.08)	0.00	(0.01)	-	-	0.00	(0.01)
Varadvinayak Renewables Limited	0.00	(0.07)	0.00	(0.01)	-	-	0.00	(0.01)
Vignaharta Renewable Energy Limited	(0.00)	37.71	(0.00)	0.07	-	-	(0.00)	0.07
<b>Overseas</b>								
AE-Rotor Holding B.V.	0.45	(4,947.18)	0.13	(355.39)	-	-	0.14	(355.39)
Jawbone Holdings LLC	-	-	-	-	-	-	-	-
Lacy Creek Windpower LLC	-	-	-	-	-	-	-	-
Lane City Wind LLC	-	-	-	-	-	-	-	-
Parque Eolico El Almendro S.L.	-	-	(0.00)	2.26	-	-	(0.00)	2.26
SE Blades Technology B.V.	0.00	(10.68)	0.00	(3.03)	-	-	0.00	(3.03)
SE Drive Technik GmbH	0.12	(1,341.19)	0.00	(7.47)	-	-	0.00	(7.47)
Seventus Development Holdings LLC	-	-	-	-	-	-	-	-
Seventus LLC	0.03	(289.10)	0.09	(246.27)	-	-	0.10	(246.27)
Suzlon Energy A/S	(0.01)	55.58	0.00	(7.56)	-	-	0.00	(7.56)
Suzlon Energy Australia Pty. Ltd.	(0.00)	12.20	0.00	(0.21)	-	-	0.00	(0.21)
Suzlon Energy B.V.	(0.01)	94.13	(0.00)	1.14	-	-	(0.00)	1.14
Suzlon Energy Korea Co., Ltd.	-	-	-	-	-	-	-	-
Suzlon Energy Ltd., Mauritius	(0.00)	22.20	0.01	(37.04)	-	-	0.01	(37.04)
Suzlon Rotor Corporation	0.00	(53.21)	(0.00)	0.01	-	-	(0.00)	0.01
Suzlon Wind Energy (Lanka) Pvt Ltd	(0.00)	9.70	(0.00)	2.36	-	-	(0.00)	2.36
Suzlon Wind Energy BH	0.00	(1.61)	0.00	(0.38)	-	-	0.00	(0.38)
Suzlon Wind Energy Corporation	0.02	(188.74)	0.01	(30.52)	-	-	0.01	(30.52)
Suzlon Wind Energy Equipment	(0.00)	9.71	0.00	(0.02)	-	-	0.00	(0.02)
Trading (Shanghai) Co., Ltd.	-	-	-	-	-	-	-	-
Suzlon Wind Energy Espana, S.L	(0.00)	53.92	0.00	(3.79)	-	-	0.00	(3.79)
Suzlon Wind Energy Ltd	0.00	(1.34)	0.00	(0.06)	-	-	0.00	(0.06)
Suzlon Wind Energy Nicaragua	0.00	(15.64)	(0.00)	1.07	-	-	(0.00)	1.07
Sociedad Anonima	-	-	-	-	-	-	-	-
Suzlon Wind Energy Portugal Energia	(0.00)	12.13	(0.00)	6.64	-	-	(0.00)	6.64
Elocia Unipessoal Lda	-	-	-	-	-	-	-	-
Suzlon Wind Energy Romania SRL	(0.00)	5.97	(0.00)	1.66	-	-	(0.00)	1.66
Suzlon Wind Energy South Africa (PTY) Ltd	0.02	(256.83)	0.02	(45.65)	-	-	0.02	(45.65)
Suzlon Wind Energy Uruguay SA	0.00	(16.26)	0.00	(0.43)	-	-	0.00	(0.43)
Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi	(0.00)	35.48	(0.00)	7.37	-	-	(0.00)	7.37
Tarilo Holding B.V.	0.01	(69.53)	0.02	(52.23)	-	-	0.02	(52.23)
Valum Holding B.V.	(0.00)	2.72	(0.00)	0.34	-	-	(0.00)	0.34
Wharton Wind, LLC	-	-	-	-	-	-	-	-
Non-controlling interests	0.01	(58.90)	(0.02)	49.61	-	-	(0.02)	49.61
<b>Joint ventures</b>								
<b>Indian</b>								
Aalok Solarfarms Limited	-	-	-	-	-	-	-	-
Abha Solarfarms Limited	-	-	-	-	-	-	-	-
Heramba Renewables Limited	-	-	-	-	-	-	-	-
Shreyas Solarfarms Limited	-	-	-	-	-	-	-	-
Suzlon Generators Limited	-	-	0.00	(0.45)	(0.00)	(0.14)	0.00	(0.59)
Vayudoot Solarfarms Limited	-	-	-	-	-	-	-	-
<b>Overseas</b>								
Consortium Suzlon Padgreen Co Ltd	-	-	-	-	-	-	-	-
<b>Associates</b>								
<b>Overseas</b>								
Suzlon Energy (Tianjin) Ltd.	-	-	-	-	-	-	-	-
<b>Eliminations</b>	(0.60)	6,605.66	(0.64)	1,723.96	0.95	134.08	(0.73)	1,858.04
<b>Total</b>	1.00	(11,041.84)	1.00	(2,691.84)	1.00	140.69	1.00	(2,551.15)

\*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 – 2.4 s)

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 of 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 company's consolidated financial statements are not applicable as there were no standards issued but not effective at the time of adoption of the consolidated financial statements.

## **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.
- 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 reassesses 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).

### **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 statement of profit and 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 44)
- Investment properties (refer Note 2.4 (k))
- Financial instruments (including those carried at amortised cost) (refer Note 2.4 (s))

#### **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 (s) 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.

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 statement of 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 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**

**Group as a lessee**

The Group's lease asset classes primarily consist of leases for land, factory and office buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- i. the contract involves the use of an identified asset
- ii. the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii. the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

**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.

s. **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 statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. 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 statement of profit and loss.

**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 statement of profit and loss, 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 statement of profit and loss.

### ***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 statement of 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, at fair value through other equity, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. In case of restructuring of the existing debt and financial liabilities of Lenders wherein the Lenders of the Company have potential exercisable participative rights pre and post restructuring, the resultant gain or loss arising on extinguishment of the existing debt with restructured debt and issuance of securities to Lenders shall be recognised to other equity.

### **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 statement of profit and loss. 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 through 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.

### **t. 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 statement of profit and 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 statement of 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.

**u. 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 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 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.

**v. 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.

**w. 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 Provisions, Contingent Liabilities and Contingent Assets 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**

Few amendments apply for the first time for the year ended March 31, 2021, but do not have an impact on these consolidated financial statements of the Company. The Group has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

**2.6 Estimation of uncertainties relating to the global health pandemic from COVID-19:**

- a. In March 2020, The World Health Organization declared a global pandemic due to the novel coronavirus (COVID-19). The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property plant and equipment, intangible assets, inventories, receivables, investments, other assets and liabilities. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic and impact of the same on future performance, the Group has used available information from internal and external sources to assess the impact of COVID-19 on the consolidated financial statements. However, given the undetermined circumstances due to the pandemic the actual outcome may differ from what has been estimated. The Group will continue to monitor the future developments and updates its assessment.
- b. The Group's ability to generate sufficient cash flows to meet its financial obligations in the foreseeable future could be impacted by the undetermined circumstances arising from the pandemic.

**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 recognise 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 ₹ 16.27 Crore as at March 31, 2021 (previous year: ₹ 13.84 Crore), refer Note 13.

#### **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 Group has unabsorbed depreciation, unabsorbed business losses, capital loss and unutilised MAT credit 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 2023 to March 2028, MAT credit in between March 2023 and capital loss in between March 2024 to March 2028. As there is no certainty of taxable temporary differences or tax planning operations, the Group 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 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. See Note 43 further disclosures.

#### **Intangible assets 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 9.

#### **Property, plant and equipment**

The carrying value of property, plant and equipment has been disclosed in Note 7.

#### **4. Debt Resolution Plan approval**

On June 30, 2020 ('Effective Date'), the Company along with its identified domestic subsidiaries viz: Suzlon Global Services Limited ('SGSL'), Suzlon Power Infrastructure Limited ('SPIL') and Suzlon Gujarat Wind Park Limited ('SGWPL') and a joint venture Suzlon Generators Limited ('SGL') collectively referred to as the 'Borrowers' or 'STG' and individually as the 'Borrower', implemented a resolution plan for restructuring of the debt of STG formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019 ("the RBI Circular" / "Regulatory Framework").

Refer Note 23 for further details and key features of the Resolution Plan.

#### **5. Proposed restructuring of subsidiaries**

The Board of Directors of the Company at its meeting held on February 04, 2021 and the Board of Directors of SGSL, SPIL and SGWPL, wholly owned subsidiaries of the Company, at their respective meetings held on February 03, 2021 have approved (i) the Scheme of Amalgamation involving merger by absorption ('Scheme 1') of SPIL with SGSL and (ii) the Scheme of Arrangement involving transfer and vesting of Project Execution Business ('Demerged Undertaking I') and Power Evacuation Business ('Demerged Undertaking II') ('Scheme 2') of SGWPL into SGSL. The proposed Scheme 1 and Scheme 2 have been filed with the Honourable National Company Law Tribunal, Ahmedabad and Chennai Bench ('NCLTs') for their respective approvals. The amalgamation and arrangement shall be in accordance with the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Merger of SPIL with SGSL is proposed from the appointed date of April 01, 2020. The Demerged undertaking of SGWPL with SGSL is proposed from the appointed date of April 02, 2020. The proposed Schemes has no impact on the consolidated financial statements for the year ended March 31, 2021.

#### **6. Going concern**

The Group continued to incur losses (before exceptional items) during the current year, and the net worth of the Group is negative ₹ 3,400.71 Crore as at March 31, 2021. These events and conditions indicated a significant doubt on the Group's ability to continue as a going concern on the balance sheet date.

The Management has plans to meet the financial obligations in the foreseeable future out of the cash flows from operations by way of execution of the pipeline of orders in hand, future business plans, and non-fund based facilities and realisation of trade receivables and financial assets. The Management believes that the Group will continue as a going concern and there by realise its assets and discharge its liabilities in the normal course of its business. Having regard to the above, the consolidated financial statements for the year ended March 31, 2021 have been prepared on the basis that the Group will continue as a going concern.

**7. Property, plant and equipment (PPE)**

Particulars	Gross block						Accumulated depreciation / impairment			Net block	
	As at April 1, 2020	Additions	Translation adjustments	Deductions/ adjustments	As at March 31, 2021	As at April 1, 2020	Charge for the year	Translation adjustments	Deductions/ adjustments	As at March 31, 2021	As at March 31, 2021
Land	120.70	0.02	0.16	0.07	120.81	-	-	(0.08)	0.06	323.87	120.81
Buildings	537.88	1.02	(0.10)	0.07	538.73	297.56	26.45	1.32	-	28.02	214.86
Site development	72.44	-	-	-	72.44	26.70	26.45	-	-	-	44.42
Plant and machinery	1,060.26	9.72	0.51	21.35	1,049.14	605.56	75.63	0.19	17.74	663.64	385.50
Wind research and measuring equipments	27.23	4.71	0.02	5.28	26.68	23.51	2.07	0.02	4.70	20.90	5.78
Computer and office equipments	90.41	3.01	1.21	1.96	92.67	69.46	6.47	0.86	1.78	75.01	17.66
Furniture and fixtures	52.52	0.67	0.48	0.72	52.95	41.10	2.49	0.34	0.23	43.70	9.25
Vehicles	22.42	0.01	0.12	0.02	22.53	14.93	1.93	0.12	0.02	16.96	5.57
<b>Total</b>	<b>1,983.86</b>	<b>19.16</b>	<b>2.40</b>	<b>29.47</b>	<b>1,975.95</b>	<b>1,078.32</b>	<b>116.36</b>	<b>1.45</b>	<b>24.53</b>	<b>1,172.10</b>	<b>803.85</b>

Particulars	Gross block						Accumulated depreciation / impairment			Net block	
	As at April 1, 2019	Additions	Translation adjustments	Deductions/ adjustments	Reclassified on account of adoption of Ind AS 116	As at March 31, 2020	As at April 1, 2019	Charge for the year	Impairment change during the year	Deductions/ adjustments	Reclassified on account of adoption of Ind AS 116
Land	150.79	1.42	(0.05)	-	31.46	120.70	3.63	-	-	-	3.63
Buildings	529.72	9.40	0.34	1.58	-	537.88	167.79	37.85	92.85	0.20	113
Site development	72.44	-	-	-	-	72.44	8.72	0.89	17.09	-	-
Plant and machinery	1,063.25	24.37	2.84	30.20	-	1,060.26	549.49	53.82	26.51	2.18	26.44
Wind research and measuring equipments	26.98	0.75	0.03	0.53	-	27.23	19.67	4.22	-	0.03	-
Computer and office equipments	86.73	3.30	1.22	0.84	-	90.41	59.21	9.90	0.08	0.96	0.69
Furniture and fixtures	51.98	0.97	0.34	0.77	-	52.52	36.37	4.82	0.44	0.18	0.71
Vehicles	23.24	-	0.04	0.86	-	22.42	12.93	2.63	0.06	0.04	0.73
<b>Total</b>	<b>2,005.13</b>	<b>40.21</b>	<b>4.76</b>	<b>34.78</b>	<b>31.46</b>	<b>1,983.86</b>	<b>857.81</b>	<b>114.13</b>	<b>137.03</b>	<b>3.59</b>	<b>30.11</b>

a. Buildings include those constructed on leasehold land.

b. For contractual commitment with respect to property, plant and equipment refer Note 39.

c. For details of property, plant and equipment given as security to Lenders refer Note 23(e).

**8. Capital work-in-progress**

Capital work-in-progress as at March 31, 2021 stand at ₹ 103.93 Crore (previous year: ₹ 110.08 Crore), which primarily includes building and plant and machinery under construction. During the year, capital work-in-progress of ₹ 112 Crore (previous year: ₹ 48.62 Crore), are written off under its annual impairment test.

**9. Other intangible assets and goodwill**

Particulars	Gross block			Accumulated depreciation / impairment			Net block As at March 31, 2021		
	As at April 1, 2020	Additions	Translation adjustments/ adjustments	As at March 31, 2021	As at April 1, 2020	Charge for the year	Translation adjustments	Deductions/ adjustments	
<b>Other intangible assets</b>									
Design and drawings	909.77	46.47	(6.56)	-	949.68	655.40	117.43	(6.56)	-
SAP and other softwares	38.03	0.06	0.40	-	38.49	24.90	6.25	0.29	-
<b>Total</b>	<b>947.80</b>	<b>46.53</b>	<b>(6.16)</b>	-	<b>988.17</b>	<b>680.30</b>	<b>123.68</b>	<b>(6.27)</b>	-
<b>Goodwill</b>	<b>7.63</b>	-	-	-	<b>7.63</b>	-	-	-	<b>7.63</b>

Particulars	Gross block			Accumulated depreciation / impairment			Net block As at March 31, 2020			
	As at April 1, 2019	Additions	Translation adjustments	Deductions/ adjustments	As at March 31, 2020	Charge for the year	Impairment for the period	Translation adjustments	Deductions/ adjustments	
<b>Other intangible assets</b>										
Design and drawings	816.14	75.58	18.05	-	909.77	507.37	129.98	-	18.05	-
SAP and other softwares	36.98	0.53	0.52	-	38.03	18.31	6.19	0.03	0.37	-
<b>Total</b>	<b>853.12</b>	<b>76.11</b>	<b>18.57</b>	-	<b>947.80</b>	<b>525.68</b>	<b>136.17</b>	<b>0.03</b>	<b>18.42</b>	-
<b>Goodwill</b>	<b>7.63</b>	-	-	-	<b>7.63</b>	-	-	-	-	<b>7.63</b>

For details of intangible assets given as security to Lenders refer Note 23(e)

**Depreciation and amortisation details (including impairment losses):**

Particulars	March 31, 2021		March 31, 2020
	March 31, 2021	March 31, 2020	
Depreciation on property, plant and equipment (refer Note 7)	116.36	251.16	
Amortisation of intangible assets (refer Note 9)	123.68	136.20	
Depreciation on investment property (refer Note 10)	2.03	2.68	
Amortisation of right-of-use assets (refer Note 38)	16.31	28.57	
<b>Total</b>	<b>258.38</b>	<b>418.61</b>	

**10. Investment property**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Gross block (deemed cost)</b>		
Opening balance	53.63	53.67
Additions	-	-
Deduction / adjustments	-	(0.04)
<b>Closing balance</b>	<b>53.63</b>	<b>53.63</b>
<b>Depreciation</b>		
Opening balance	18.96	16.31
Depreciation	2.03	2.68
Deduction / adjustments	-	(0.03)
<b>Closing balance</b>	<b>20.99</b>	<b>18.96</b>
<b>Net block</b>	<b>32.64</b>	<b>34.67</b>

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 23(e).

**Information regarding income and expenditure of investment property:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Rental income derived from investment property	12.68	19.52
Direct operating expenses (including repairs and maintenance) not generating rental income	(1.75)	(1.72)
Depreciation expense	(2.03)	(2.68)
<b>Profit before indirect expenses</b>	<b>8.90</b>	<b>15.12</b>

The Group's investment property consist of three commercial properties.

As at March 31, 2021 and March 31, 2020 the fair value of the properties were ₹ 152.35 Crore and ₹ 282.24 Crore respectively. The fair valuation is derived by management internally.

Description of valuation techniques used and key inputs to valuation on investment properties:

<b>Investment property</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Range</b>	
			<b>March 31, 2021</b>	<b>March 31, 2020</b>
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	7.44%	6.45%
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	7.44%	6.45%
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	7.44%	6.45%

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.

**11. Intangible assets under development**

Intangible assets under development as at March 31, 2021 stood at ₹ 3.52 Crore (previous year: ₹ 12.30 Crore) which primarily includes design and drawings under development.

**12. Investments**

**Non-current**

a) **Investments in an associate and joint ventures**

I. **Investment in an associate at cost in equity instrument**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Suzlon Energy (Tianjin) Limited, China	40.36	40.36
Less: Impairment allowance	(40.36)	(40.36)
<b>Total</b>	<b>-</b>	<b>-</b>

The Group has interest in various associates as listed in Note 1(b). Further as on March 31, 2021, few associates have been classified under assets held for sale as explained in Note 1(c). Details of financial information of the associates and reconciliation with the carrying amount of the investment in these consolidated financial statements are set out below:

**Summarised balance sheet as at March 31, 2021:**

	<b>March 31, 2021<sup>a</sup></b>	<b>March 31, 2020</b>
<b>Current assets</b>		
Cash and cash equivalents	-	0.48
Other current assets	-	489.48
Non-current assets	-	104.64
<b>Total assets</b>	-	<b>594.60</b>
<b>Current liabilities</b>		
Financial liabilities	-	284.16
Other current liabilities	-	149.52
<b>Total liabilities</b>	-	<b>433.68</b>
<b>Equity</b>	-	<b>160.92</b>
<b>Carrying amount of investment</b>	-	-
Group's share in capital and other commitment	-	-
Group's share in contingent liabilities	-	-
<b>Summarised statement of profit and loss:</b>		
	<b>March 31, 2021<sup>a</sup></b>	<b>March 31, 2020</b>
Revenue	-	1.73
Cost of goods sold	-	(2.43)
Employee benefits expenses	-	-
Other expenses	-	(12.79)
Depreciation and amortisation	-	(17.58)
Finance cost	-	(0.42)
<b>Loss before tax</b>	-	<b>(31.49)</b>
Income tax expense	-	-
<b>Loss for the year</b>	-	<b>(31.49)</b>
Other comprehensive income	-	-
<b>Total comprehensive income for the year</b>	-	<b>(31.49)</b>
Unrealised share of profit / (loss)	-	-
<b>Group's share of loss for the year</b>	-	-

<sup>a</sup> Due to certain reasons, the Company could not obtain the financial statements of SETL and hence the details of financial captions mentioned above are not available as of March 31, 2021.

**II. Investment in a joint venture ('JV') at cost in equity instrument**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
a. 26 (26) equity shares of MUR 1,000 each fully paid of Consortium Suzlon-Padgreen Co Ltd ('Padgreen')	-	-
b. 57,210,247 (57,210,247) equity shares of ₹ 10 each fully paid of Suzlon Generators Limited	22.97	19.71
<b>Total</b>	<b>22.97</b>	<b>19.71</b>

The Group has interest in various joint ventures as listed in Note 1(c). Further as on March 31, 2021, 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, 2021:**

	<b>March 31, 2021<sup>a</sup></b>	<b>March 31, 2020</b>
<b>Current assets</b>		
Cash and cash equivalents	2.24	0.18
Other current assets	45.84	64.19
Non-current assets	21.84	19.91
<b>Total assets</b>	<b>69.92</b>	<b>84.28</b>
<b>Current liabilities</b>		
Financial liabilities	38.31	62.94
Other current liabilities	0.61	2.60
<b>Non-current liabilities</b>		
Financial liabilities	-	0.59
Other non-current liabilities	0.37	0.41
<b>Total liabilities</b>	<b>39.29</b>	<b>66.54</b>
<b>Equity</b>	<b>30.63</b>	<b>17.74</b>

	March 31, 2021	March 31, 2020
<b>Carrying amount of investment</b>	<b>22.97</b>	<b>19.71</b>
Group's share in capital and other commitment	0.13	0.24
Group's share in contingent liabilities	0.01	0.02
<b>Summarised statement of profit and loss:</b>		
	March 31, 2021 <sup>a</sup>	March 31, 2020
Revenue	53.27	12.45
Other operating income	0.33	0.26
Other income	0.05	-
Cost of goods sold	(40.03)	(3.92)
Employee benefits expenses	(2.76)	(2.80)
Other expenses	(8.14)	(4.19)
Depreciation and amortisation	(1.44)	(1.20)
Finance cost	(3.08)	(3.29)
<b>Loss before tax</b>	<b>(1.80)</b>	<b>(2.69)</b>
Income tax expense	-	-
<b>Loss for the year</b>	<b>(1.80)</b>	<b>(2.69)</b>
Other comprehensive income	0.02	(0.20)
<b>Total comprehensive income for the year</b>	<b>(1.78)</b>	<b>(2.89)</b>
Unrealised share of profit / (loss)	-	-
<b>Group's share of profit / (loss) for the year</b>	<b>3.27</b>	<b>(0.59)</b>
<b>Total investments in an associate and joint ventures I +II</b>	<b>22.97</b>	<b>19.71</b>

<sup>a</sup> Due to certain reasons, the Company could not obtain the financial statements of Padgreen and hence the details of financial captions mentioned above are not included as of March 31, 2021.

b) Other investment

**Investments at fair value through profit or loss**

	March 31, 2021	March 31, 2020
a. Investment in government securities	0.02	0.02
b. 7,550 (7,550) equity shares of ₹ 10 each of Saraswat Co-operative Bank Limited	0.01	0.01
c. 30 (30) equity shares of ₹ 10 of Godrej Millennium Condominium	0.00*	0.00*
<b>Total</b>	<b>0.03</b>	<b>0.03</b>
<b>Aggregate amount of unquoted investments (cost)</b>	<b>115.57</b>	<b>115.57</b>
<b>Aggregate impairment allowance</b>	<b>(40.36)</b>	<b>(40.36)</b>

\*Less than ₹ 0.01 Crore

For details of investments given as security to Lenders refer Note 23(e).

13. Trade receivables

	March 31, 2021	March 31, 2020
<b>Non-current</b>		
Credit impaired	205.40	126.99
Less: Allowance of doubtful debts	(205.40)	(126.99)
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Current</b>		
Unsecured, considered good	1,205.99	1,378.38
Less : Impairment allowance	(16.27)	(13.84)
<b>Total</b>	<b>1,189.72</b>	<b>1,364.54</b>

For details of receivable given as security to lenders refer Note 23(e).

The movement in impairment allowance as per ECL model is as under:

	March 31, 2021	March 31, 2020
Balance as at the beginning of the year	13.84	19.09
Impairment allowance/ (reversal) during the year	2.43	(5.25)
<b>Balance as at the end of the year</b>	<b>16.27</b>	<b>13.84</b>

**14. Loans**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Current</b>		
Unsecured, considered good		
Inter-corporate deposits	2013	22.14
Loans to employees	1.14	0.31
<b>Total</b>	<b>21.27</b>	<b>22.45</b>

For details of loans given as security to Lenders refer Note 23(e).

**15. Other financial assets**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Non-current</b>		
Bank balances (refer Note a below)	223.24	51.66
Security deposits		
Unsecured, considered good	82.54	89.17
Unsecured, considered doubtful	13.53	13.53
Less : Allowance for doubtful deposits	(13.53)	(13.53)
	<b>82.54</b>	<b>89.17</b>
Other assets (refer Note b below)	96.85	143.57
<b>Total</b>	<b>402.63</b>	<b>284.40</b>
<b>Current</b>		
Security deposits (unsecured, considered good)	24.73	0.59
Interest accrued on deposits, loans and advances	1.33	0.52
Other assets (refer Note b below)	149.91	107.60
<b>Total</b>	<b>175.97</b>	<b>108.71</b>

- a. Bank balances represents margin money deposits, which are subject to first charge towards non-fund based facilities from borrowers.
- b. Other assets include ₹ 116.25 Crore (previous year: ₹ 143.23 Crore) towards expenditure incurred by Group 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 Group had received contribution towards power evacuation infrastructure from customers in the ordinary course of business. During the year the contribution received is apportioned towards the shortfall in cost incurred towards development of power evacuation infrastructure which would not be reimbursed by SEB/ Nodal agencies. 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. During the year, the Group had recognised impairment allowance of ₹ 18.16 Crore (previous year: ₹ Nil) based on ECLs at the reporting date.
- c. Other financial assets include deposits of ₹ 0.61 (previous year: ₹ 48.75 Crore) from private companies in which director is a director or member.

All the financial assets are disclosed at amortised cost. For details of financial assets given as security to lenders refer Note 23(e).

**16. Other assets**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Non-current</b>		
Capital advances (unsecured, considered good)	1.71	1.66
Advances recoverable in kind		
Unsecured, considered good	4.76	4.58
Unsecured, considered doubtful	41.79	49.16
Less : Allowance for doubtful advances	(41.79)	(49.16)
	<b>4.76</b>	<b>4.58</b>
Advance income tax (net of provisions)	40.87	33.90
Prepaid expenses	7.12	10.91
<b>Total</b>	<b>54.46</b>	<b>51.05</b>
<b>Current</b>		
Advances recoverable in kind (unsecured, considered good)	452.30	524.70
Prepaid expenses	26.41	30.32
Balances with government/ statutory authorities	490.87	434.45
<b>Total</b>	<b>969.58</b>	<b>989.47</b>

For details of other assets given as security to Lenders refer Note 23(e).

**17. Inventories (valued at lower of cost and net realisable value)**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Raw materials	819.88	682.68
Finished goods, semi-finished goods and work-in-progress	1,079.74	1,042.94
Stores and spares	165.85	219.36
Land and lease rights	107.29	110.61
<b>Total</b>	<b>2,172.76</b>	<b>2,055.59</b>

For details of inventories given as security to Lenders refer Note 23(e).

**18. Cash and bank balance**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
a. <b>Cash and cash equivalents</b>		
Balances with banks	260.90	56.65
Cash on hand	1.60	0.94
	<b>262.50</b>	<b>57.59</b>
b. Bank balance other than (a) above (earmarked)	-	24.74
<b>Total</b>	<b>262.50</b>	<b>82.33</b>

There are no restrictions with regard to cash and cash equivalents at the end of the financial year and previous year.

**19. Assets classified as held for sale**

During the year, the Group has impaired its investments in four associates amounting to ₹1.41 Crore (previous year: Nil) which are engaged 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.

<b>Investment type</b>	<b>Investments in</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Equity shares and compulsorily convertible debentures	Aalok Solarfarms Limited Abha Solarfarms Limited Heramba Renewables Limited Shreyas Solarfarms Limited	2.96 6.62 13.71 12.18	3.20 6.85 14.18 12.65
Equity shares	Vayudoot Solarfarms Limited	14.12	14.12
<b>Total</b>		<b>49.59</b>	<b>51.00</b>

**20. Equity share capital**

		<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Authorised shares</b>			
46,000,000,000 (12,490,000,000) equity shares of ₹ 2/- each		9,200.00	2,498.00
		<b>9,200.00</b>	<b>2,498.00</b>
<b>Issued shares</b>			
8,526,944,750 (5,338,706,098) equity shares of ₹ 2/- each		1,705.39	1,067.74
		<b>1,705.39</b>	<b>1,067.74</b>
<b>Subscribed and fully paid-up shares</b>			
8,508,012,773 (5,319,774,121) equity shares of ₹ 2/- each		1,701.60	1,063.95
		<b>1,701.60</b>	<b>1,063.95</b>

**a. Reconciliation of the equity shares outstanding at the beginning and at the end of the financial year**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>		
	<b>Number of shares (Crore)</b>	<b>₹ Crore</b>	<b>Number of shares (Crore)</b>	<b>₹ Crore</b>
Opening balance	531.98	1,063.95	531.98	1,063.95
Issued during the year	318.82	637.65	-	-
<b>Closing balance</b>	<b>850.80</b>	<b>1,701.60</b>	<b>531.98</b>	<b>1,063.95</b>

**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. The Company had issued Global Depository Receipts ('GDRs'); however the Company has terminated the GDR programme with effect from February 18, 2020.

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.

Subsequently, the Company has entered into (i) securities subscription agreement with the Investor Group dated February 28, 2020 ("Investor SSA"); (ii) an amended and restated shareholders' agreement with the Investor Group and promoters of the Company dated February 28, 2020 ("SHA"); and (iii) securities subscription agreement with Tanti Holdings Private Limited ("Promoter Group") dated February 28, 2020 ("Promoter SSA"). The key terms of amendments are as under:

i. Purpose of entering into the agreement:

The Investor SSA and the Promoter SSA records the terms of raising funds through preferential allotment of equity shares and CCDs to the Investor Group and Promoter Group, respectively. The SHA inter-alia records the revised understanding in relation to the inter-se rights and obligations between the Investor Group and the promoters in relation to the Company, pursuant to the completion of the preferential allotment.

ii. Significant terms of the agreement (in brief) include special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc:

The Investor SSA and Promoter SSA provide that the Company shall issue and allot equity shares and CCDs by way of preferential allotment on private placement basis, to the Investor Group and Promoter Group, for an aggregate consideration of ₹ 100 Crore each, subject to conditions precedent as set out in the said agreements. The SHA inter-alia records the terms and conditions governing the management of the Company, rights of the Investor Group and the promoters to nominate directors in the Company and inter-se agreement for any transfer / acquisition of securities of the Company, in accordance with the terms of the SHA.

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 has, on June 27, 2020, allotted following securities on preferential basis in terms of the Resolution Plan for restructuring of debt of the Company and its certain identified subsidiaries formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019 to the Lenders in part conversion of their existing debt aggregating to ₹ 4100,00,00,032/- (Rupees four thousand one hundred crore and thirty two only) as under:

- i. 99,71,6,872 (Ninety nine crore seventy one lacs seventy six thousand eight hundred seventy two) fully paid up equity shares having a face value of ₹ 2/- each at an aggregate consideration of ₹ 16/- (Rupees sixteen only) i.e. ₹ 1/- per Lender; These shares are recorded at fair value of ₹ 4.65 per share.
- ii. 4,10,000 (Four lacs ten thousand) fully paid up 0.01% secured optionally convertible debentures (hereinafter referred to as the "OCDs") having a face value of ₹ 1,00,000/- (Rupees one lac only) each aggregating to ₹ 4,100,00,00,000/- (Rupees four thousand one hundred crore only); and
- iii. 49,85,88,439 (Forty nine crore eighty five lacs eighty eight thousand four hundred thirty nine) fully paid up warrants of ₹ 2/- each (hereinafter referred to as the "Warrants") convertible into 1 (One) equity share of a face value of ₹ 2/- each at an aggregate consideration of ₹ 16/- (Rupees Sixteen only) i.e. ₹ 1/- for each Lender. These warrants are recorded at fair value of ₹ 4.65 per share and credited to other equity.

Further, Suzlon Global Services Limited, a wholly owned subsidiary of the Company has allotted 4,45,301(Four lacs forty five thousand three hundred one) fully paid up compulsorily convertible preference shares having a face value of ₹ 1,00,000/- (Rupees one lac only) each aggregating to ₹ 4453,01,00,000/- (Rupees four thousand four hundred fifty three crore one lac only) to the lenders in part conversion of their existing debt aggregating to ₹ 4453,01,00,000/- (Rupees four thousand four hundred fifty three crore one lac only).

d. **Shares reserved for issue under options**

For details of shares reserved for issue on conversion of FCCBs, refer Note 23(f) for terms of conversion / redemption.

e. **Details of shareholders holding more than 5% equity shares in the Company:**

Name of the shareholder	March 31, 2021		March 31, 2020	
	Number of shares (Crore)	% holding	Number of shares (Crore)	% holding
Equity shares of ₹ 2/- each fully paid-up Samanvaya Holdings Private Limited anti Holdings Private Limited	*	*	29.55	5.55
	56.70	6.66	*	*

\*Less than 5% holding

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.

f. During the year, in terms of special resolution dated May 18, 2020 passed by the shareholders of the Company by way of postal ballot conducted vide Postal Ballot Notice dated April 18, 2020, the results of which were declared on May 19, 2020, the authorised share capital of the Company has increased from ₹ 2,498.00 Crore divided into 1,249 Crore equity shares of ₹ 2/- each to ₹ 9,200.00 Crore divided into 4,600 Crore equity shares of ₹ 2/- each by creation of additional 3,351 Crore equity shares of ₹ 2/- each in the authorised share capital of the Company.

g. The Securities Issue Committee of the Board of Directors of the Company, at its meeting held on June 27, 2020 has approved the following:

- i. Allotment of securities of the Company on preferential basis in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") to certain persons / entities (including Promoters) as under:
  - 139,65,79,500 (One hundred thirty nine crore sixty five lacs seventy nine thousand five hundred) fully paid-up equity shares having a face value of ₹ 2/- each for cash at an issue price of ₹ 2.45 each i.e. at a premium of ₹ 0.45 per equity share aggregating to ₹ 342,16,19,775/- (Rupees three hundred forty two crore sixteen lacs nineteen thousand seven hundred seventy five only);

- 4,998 fully paid up Compulsorily Convertible Debentures (hereinafter referred to as the "CCDs") having a face value of ₹ 1,00,000/- each for cash at par aggregating to ₹ 49,98,00,000/- (Rupees forty nine crore ninety eight lacs only).
  - ii. Allotment of securities of the Company on preferential basis in terms of the Resolution Plan for restructuring of debt of STG to the lenders for part conversion of their debt, refer point c above.
- h.** The Securities Issue Committee of the Board of Directors of the Company, at its meeting held on July 14, 2020 has allotted 51,19,92,560 (Fifty one crore nineteen lacs ninety two thousand five hundred sixty) fully paid-up equity shares having a face value of ₹ 2/- each for cash at a conversion price of ₹ 6.77 each i.e. at a premium of ₹ 4.77 per equity share aggregating to ₹ 346,61,89,631.20 (Rupees three hundred forty six crore sixty one lacs eighty nine thousand six hundred thirty one and twenty paisa only) to holders of Foreign Currency Convertible Bonds as per the terms of the Mandatory Conversion Notice issued by the Company pursuant to restructuring of Foreign Currency Convertible Bonds having a face value of USD 1,000 each in terms of the consent solicitation and information memorandum.
- The Company on approval of the Securities Issue Committee of the Board of Directors at its meeting held on August 17, 2020 has allotted 112,285 new foreign currency convertible bonds (the "Restructured Bonds") having a face value of US\$ 320 aggregating to US\$ 35,931,200 in exchange of 112,285 Bonds of USD 1,000 each. Further, the Company has allotted following equity shares having a face value of ₹ 2/- each pursuant to conversion notice(s) received from bondholder(s) for conversion of Bonds having a face value of USD 320 each into equity shares at a conversion price of ₹ 2.61 with a fixed rate of exchange on conversion of ₹ 74.8464 to USD 1.00 in terms of the consent solicitation and information memorandum:
- 78,588,145 (Seven crore eighty five lacs eighty eight thousand one hundred forty five) fully paid-up equity shares aggregating to ₹ 20,51,15,058.45/- (Rupees twenty crore fifty one lacs fifteen thousand fifty eight and forty five paisa only) on October 12, 2020 on conversion of 8,564 Bonds worth USD 2,740,480.
  - 31,879,403 (Three crore eighteen lacs seventy nine thousand four hundred three) fully paid-up equity shares aggregating to ₹ 8,32,05,241.83/- (Rupees eight crore thirty two lacs five thousand two hundred forty one and eighty three paisa only) on November 20, 2020 on conversion of 3,474 Bonds worth USD 1,111,680.
  - 28,676,781 (Two crore eighty six lacs seventy six thousand seven hundred eighty one) fully paid-up equity shares aggregating to ₹ 7,48,46,398.41/- (Rupees seven crore forty eight lacs forty six thousand three hundred ninety eight and forty one paisa only) on December 30, 2020 on conversion of 3,125 Bonds worth USD 1,000,000.
  - 84,617,151 (Eight crore forty six lacs seventeen thousand one hundred fifty one) fully paid-up equity shares aggregating to ₹ 22,08,50,764.11/- (Rupees twenty two crore eight lacs fifty thousand seven hundred sixty four and eleven paisa only) on February 01, 2021 on conversion of 9,221 Bonds worth USD 2,950,720.
  - 5,87,28,240 (Five crore eighty seven lacs twenty eight thousand two hundred forty) fully paid-up equity shares aggregating to ₹ 15,32,80,706.40 (Rupees fifteen crore thirty two lacs eighty thousand seven hundred six and forty paisa only) on March 11, 2021 on conversion of 6,313 Bonds worth USD 2,047,937 (after capitalising interest @ 2.75% per annum accrued on half yearly basis on the Bonds worth US\$ 2,020,160).
- i. The equity shares, CCDs, OCDs and Warrants so allotted on preferential basis shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

Post allotment of equity shares, the paid-up equity capital of the Company is ₹ 1701,60,25,546/- (Rupees one thousand seven hundred one crore sixty lacs twenty five thousand five hundred forty six only) divided into 850,80,12,773 (Eight hundred fifty crore eighty lacs twelve thousand seven hundred seventy three) equity shares of ₹ 2/- each.

## 21. Other equity

Refer statement of changes in equity for detailed movement in equity balance.

	March 31, 2021	March 31, 2020
Share application money pending allotment (refer Note 23 f (ii))	12.99	-
Equity component of compound financial instruments	41.65	28.50
Equity component of compulsory convertible debentures (refer Note 23 a)	49.98	-
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	1.11
General reserve	916.89	916.89
Securities premium	9,563.40	9,239.10
Capital contribution	6,273.42	-
Retained earnings	(21,676.92)	(21,741.88)
Foreign currency translation reserve	(497.32)	(528.94)
Money received against share warrants (refer Note 20 c (iii))	231.84	-
<b>Total</b>	<b>(5,044.63)</b>	<b>(12,046.89)</b>

**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. Capital contribution**

The resultant gain arising on extinguishment of existing debt and fair value of financial instruments issued as per the terms of Resolution plan is transferred to Capital contribution since the Lenders have potential exercisable participative rights.

**h. 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 (₹).

**22. Non-controlling interests**

Non-controlling interest having a deficit balance of ₹ 57.68 Crore (previous year: ₹ 58.90 Crore) relates to interest in the subsidiaries of the Group which is held by entities / persons other than the Group.

**23. Borrowings**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Non-current</b>		
Term loan from banks (secured)	2,845.21	346.63
Loans from banks (unsecured)	34.17	38.05
Term loan from financial institutions (secured)	359.46	457.09
Optionally Convertible Debentures ('OCD') (secured)	670.53	-
Compulsory convertible preference shares (secured)	1,962.95	-
Foreign Currency Convertible Bonds ('FCCB') (unsecured)	154.88	-
<b>Total</b>	<b>6,027.20</b>	<b>841.77</b>
<b>Current</b>		
Working capital facilities from banks (secured)	175.34	8,843.85
<b>Total</b>	<b>175.34</b>	<b>8,843.85</b>

**a. Implementation of Resolution Plan**

On June 5, 2020, the Borrowers has entered into Framework Restructuring Agreement (FRA) to give effect to the resolution plan. On June 30, 2020, the Resolution Plan was implemented upon completion of compliance of all conditions precedent to the satisfaction of the consortium lenders and Resolution Plan is effective from June 30, 2020 (Effective date).

The existing facilities of STG are restructured in following manner and divided into 3 parts:

Part A – Existing facilities to the extent of ₹ 5,188.41 Crore is restructured as follows:

- i. Repayment of Rupee Term Loan of ₹ 3,600.00 Crore in 40 structured quarterly instalments commencing from September 2020 to June 2031 at the rate of interest of 9.00% per annum (RTL-II),
- ii. Repayment of Rupee Term Loan under project specific facility of ₹ 261 Crore (RTL – III),
- iii. Continuation of existing non-fund based ('NFB') working capital facilities of ₹ 1,300.00 Crore.

Part B – Existing facilities to the extent of ₹ 4,100.00 Crore is converted in to 410,000 fully paid up 0.01% Secured Optionally Convertible Debentures ('OCD') of face value of ₹ 100,000 each of Company issued to Lenders.

Part C – Existing facilities to the extent of ₹ 4,453.01 Crore is converted in to 4,45,301, 0.0001% Unsecured Compulsorily Convertible Preference Shares ('CCPS') of face value of ₹ 100,000 each of SGSL to the Lenders and 99,71,76,872 equity shares of face value of ₹ 2 each of the Company for an aggregated consideration of ₹ 1 per Lender.

- Issuance of 49,85,88,439 warrants of the Company to the Lenders as a security towards achieving upgrade of the account on or before March 31, 2022.
- Restructuring of foreign currency convertible bonds (FCCB) with bondholders i.e. roll over / conversion into equity shares of the Company.
- Waiver of existing defaults, events of defaults and penal interest and charges and waiver of right to recompense in accordance with Master Restructuring Agreement (MRA) dated March 28, 2013.
- Capital raising exercise by way of rights issue / preferential allotment or convertible instruments or unsecured loans from Promoters or Investors of upto ₹ 375 Crore, which was implemented by equity infusion of ₹ 342.16 Crore and issue of compulsory convertible debentures of ₹ 49.98 Crore by promoters and investors in the Company.

**b. Optionally Convertible Debentures ('OCD's')**

As part of the implementation of Resolution Plan, on June 27, 2020 the Company issued 410,000 fully paid up 0.01% Secured Optionally Convertible Debentures ('OCD's') of face value of ₹ 100,000 each aggregating to ₹ 4,100 Crore to Lenders. The Company has accounted the issuance of OCDs at fair value as per Ind AS 109 'Financial Instruments'. The key terms of OCD are as follows:

- i. The OCDs are unlisted and unrated and carry coupon of 0.01% payable annually. The OCD's does not carry voting rights till conversion.
- ii. The initial tenure of OCD is up to ten years from the date of allotment i.e. June 26, 2030. At the end of initial tenor, the holders of OCD shall have the obligation to subscribe to new series of OCD having tenor of ten years. Such new series of OCD shall be issued in compliance with the provisions of applicable law, and on similar terms of issuance as that of old series OCD in accordance with regulatory approvals and Resolution Plan.
- iii. There shall be structured redemption of OCD over 20 years. During initial 10 years there shall be redemption in face value of ₹ 10 each aggregating to ₹ 0.41 Crore annually.
- iv. In case of default in redemption of OCD pursuant to its terms, the holders of OCD shall have the option to convert the defaulted redemption amount into equity shares of the Company. In case of default in servicing OCD, the OCD holders shall have an option to convert OCD into equity shares of the Company. The conversion price of the OCD shall be determined in accordance with applicable laws.
- v. From the expiry of a period of five years from the Effective Date and on completion of certain events, the Company has an Option to buyback/redeem OCD at Exit Price in accordance with FRA. From the expiry of a period of five years from the Effective Date and on completion of certain events, the Promoters of the Company have an Option to buy the OCD at Exit Price in accordance with FRA.

OCD's have been classified as financial liability as there is contractual obligation to deliver cash over a period of 20 years in terms of repayment of principle and interest. OCD's are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method at 13.00%. The resultant gain or loss at initial recognition is recognised to other equity.

**c. Compulsory convertible preference shares ('CCPS')**

On June 27, 2020, SGSL issued 4,45,301 fully paid up compulsorily convertible preference shares having a face value of ₹ 1,00,000/- each aggregating to ₹ 4,453.01 Crore to the lenders in part conversion of their existing debt to Lenders as per the Resolution plan with various exit options.

The salient features of the instrument are:

- Unsecured with fixed, non-cumulative dividend at 0.0001% of the face value payable annually calculated on and from the Effective Date i.e. June 30, 2020.
- CCPS contains below "Exit options":
  - i. First exit option - From the Effective Date, and upto three months thereafter, the securities holders may, with consent of majority Lenders, require SEL to acquire the Securities, by issuing a notice in writing and SEL shall, upon receipt of the said notice, within a period as required by the Lenders, subject to Applicable Laws allot Equity Shares in SEL equivalent to the face value of Securities at a conversion price determined at the time of conversion as per SEBI ICDR Regulations, RBI regulations and the Companies Act.
  - ii. Second exit option - Till the expiry of a period of five years from the Effective Date in the event of any capital raising by the Company or offer for sale of the Company by SEL, the proceeds of such capital raising exercise or offer for sale shall be utilised, in priority, in: (a) buyback / redeeming all the outstanding CCPS from its holders at the Exit Price; (b) buyback/ redeeming all the OCDs at the OCD Exit Price; and (c) closure of entire outstanding Part A Facilities. Within such period as indicated by the lenders from the date of completion of such capital raise or offer for sale, the Group is required to issue a notice to the lenders for buyback / redemption of OCDs and Securities and closure of all outstanding Part A Facilities.
  - iii. Third exit option - In the event that: the first and second exit option remains unexercised, the securities holders may, within a period of six months from the expiry of the fifth year from the Effective Date issue a notice in writing to SEL, requiring them to acquire all securities held by the Securities holders. On receipt of notice, SEL shall, allot its equity shares equivalent to the face value of CCPS of the SGSL at a conversion price determined at the time of conversion as per SEBI ICDR Regulations, RBI regulations and the Companies Act.
- Call option - On and after Effective Date and till the fifth anniversary of the security issuance, the Promoters shall have option to buy the Securities from its holders through a secondary market transaction at a price which shall yield a return (on NPV of the securities arrived at as per RBI guidelines<sup>1</sup>) equal to at least discount rate prescribed by RBI for marking Securities on books of the Securities subscribers as on Effective Date (Exit Price).
- If none of the above mentioned exit options are exercised, then the CCPS issued to the Lenders shall compulsorily be converted into equity shares on March 1, 2040 ("Conversion Date")
- On the Conversion Date, the CCPS issued shall be converted into the higher of:
  - i. such number of fully paid up equity shares of the SGSL such that resultant shareholding of securities holders post conversion is 74.00% of outstanding equity share capital of the SGSL as on date of such conversion, calculated on a fully diluted basis, provided that upon upgrade of Part A Facilities as per the Regulatory Framework, at any time prior to the conversion date, the securities shall convert into such number of fully paid up equity shares of the SGSL such that the resultant shareholding of securities holders post conversion is 49.00% of the outstanding equity share capital of the SGSL as on the date of such conversion, calculated on a fully diluted basis;
  - ii. such number of fully paid up equity shares of the SGSL such that aggregate fair value of converted equity shares equals to the face value of securities outstanding as on date of conversion.

Immediately on conversion of securities into equity shares of the SGSL as above, such shareholders of the SGSL may at their discretion exercise a put option ("Put Option") to sell their equity shares of the SGSL to SEL at a price which shall be higher of (a) fair value of the equity shares of the SGSL; or (b) at the Exit Price.

CCPS have been classified as financial liability in its entirety as SGSL is required to issue variable number of its own equity shares to the holders of CCPS. CCPS are unlisted and held by Lenders as an asset, they are measured from the perspective of market participant that hold the CCPS as an asset. The fair value is determined based on a “transfer model” and income approach is considered as an appropriate for fair valuation. CCPS contains multiple embedded derivatives and call and put options (“Exit Options”) available to holders of CCPS, the Company and promoters of SEL. The Management has assigned probabilities to various Exit Options available with Lenders and SEL. CCPS are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method at 13.00% or at risk free rate as applicable on respective Exit Options. The resultant gain or loss at initial recognition is recognised at fair value through other equity. The resultant gain or loss on subsequent measurement is recognised at fair value through statement of profit and loss.

**d. Non-cash item in cash flow**

Pursuant to the implementation of Resolution Plan, the existing facilities of the Group has been restructured. The statement of cash flow does not contain certain non-cash movements in the equity, borrowings and financial liabilities pursuant to implementation of the Resolution Plan.

**e. The details of security for the current and non-current secured loans are as follows:**

- i. Financial facilities by way of RTL II from Lenders in accordance with Resolution Plan aggregating to ₹ 3,418.38 Crore (previous year: ₹ Nil) of which ₹ 3,113.16 Crore classified as long-term borrowings and ₹ 305.22 Crore classified as current maturities of long-term borrowings and non-fund based working capital facilities are secured by first pari-passu charge over all current assets of SEL, SGWPL, SPIL and SGL (except for certain identified assets), first pari-passu charge over all current assets generated under identified orders both present and future, first pari-passu charge over all current assets of SGSL both present and future, first pari-passu charge with new PSF Lenders on current assets generated under identified orders of Borrowers except SGSL in certain scenario, second charge on cash flows of Borrowers except SGSL arising out of identified orders which are funded by new PSF Lenders, first pari-passu charge over all fixed assets of Borrowers whether movable or immovable, first charge over Trust and Retention Account (“TRA”), first charge on DSR Accounts, first pari-passu pledge over 100% of fully paid-up equity capital of SGWPL and SPIL and 75% of SGL by SEL, first pari-passu pledge over 100% of fully paid-up equity capital of SGSL till conversion of CCPS into equity shares of SGSL, negative lien over the equity shares held by SEL in SE Forge Limited, Non disposal undertaking or pledge over the 100% of the equity share capital of Suzlon Energy Limited, Mauritius (“SELM”) and AE Rotor Holding B.V. (“AERH”), first pari-passu pledge over certain equity shares of SEL held by the promoters and other members of the promotor group, brand image of Suzlon and personal guarantee of Mr. Tulsi R. Tanti.
- ii. Financial facilities by way of RTL III under PSF in accordance with Resolution Plan aggregating to ₹ 130.91 Crore (previous year: ₹ Nil) classified as short -term borrowings are secured by escrow over receivables of identified order, priority over cashflows due to PSF from identified order, first pari-passu charge over all existing domestic assets as on Effective Date as available with the Lenders (excluding offshore securities) including current assets of identified order on reciprocal basis and personal guarantee of Mr. Tulsi R. Tanti.
- iii. 410,000 fully paid up 0.01% Secured Optionally Convertible Debentures (“OCD”) having original face value of ₹ 100,000 each of Company issued to Lenders aggregating to face value of ₹ 4,100.00 Crore having outstanding face value of ₹ 4,099.59 Crore and fair value of ₹ 670.94 Crore (previous year: ₹ Nil) of which ₹ 670.53 classified as long-term borrowings and ₹ 0.41 classified as current maturities of long-term borrowings are secured by security as specified above for RTL II on pari passu basis and corporate guarantee of SGSL, SPIL, SGWPL and SPIL.
- iv. In case of financial facilities from CDR lenders in accordance with MRA and non-CDR lenders, RTL, WCTL, FITL aggregating ₹ Nil (previous year: ₹ 2,388.26 Crore) of which ₹ Nil (previous year: ₹ 626.65 Crore) classified as long-term borrowings and ₹ Nil (previous year: ₹ 1,761.61 Crore) classified as current maturities of long-term borrowings, fund based working capital facilities of ₹ Nil (previous year: ₹ 7,379.89 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.
- v. ₹ Nil (previous year: ₹ 38.75 Crore) of which ₹ Nil (previous year: ₹ 27.00 Crore) classified as long-term borrowings and ₹ Nil (previous year: ₹ 11.75 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.
- vi. ₹ Nil (previous year: ₹ 5.36 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.
- vii. ₹ Nil (previous year: ₹ 276.82 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 Mr. Tulsi R. Tanti.
- viii. ₹ Nil (previous year: ₹ 873.91 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.
- ix. ₹ 145.47 Crore (previous year: ₹ 173.87 Crore) of which ₹ 53.96 Crore (previous year: ₹ 23.81 Crore) classified as current portion of long-term borrowings and working capital loans of ₹ 44.43 Crore (previous year: ₹ 16.99 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.
- x. ₹ 37.04 Crore (previous year: ₹ 45.40 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.

- x. ₹ 251.51 Crore (previous year: ₹ 259.63 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.
- xii. ₹ Nil (previous year: ₹ 296.24 Crore) of AERH pursuant to invocation of SBLC which are secured by assets of AERH and pari passu charge on certain assets of the Borrowers.

**f. Foreign currency convertible bonds (FCCBs)**

On April 06, 2020, the restructuring of July 2019 bonds was approved by bondholders and have been restructured as per the terms of Consent Solicitation and Information Memorandum ('CSIM') as follows:

- i. Issuance of up to 53,12,34,317 equity shares of SEL to bondholders against July 2019 bonds of USD 59.717 Million at conversion price of ₹ 6.77 per share of which 51,19,92,560 equity shares of SEL are issued to bondholders on July 14, 2020 pursuant to conversion of bonds of USD 57.554 Million. Pursuant to the same, the liability in relation to USD 59.717 Million July 2019 bonds forming part of borrowings and financial liabilities has been settled in equity at conversion price and the gain on extinguishment of interest accrued and foreign exchange is credited to statement of profit and loss under exceptional items.
- ii. Conversion of 2,163 July 2019 bonds having face value of USD 2,163 Million into equity shares of SEL is pending pursuant to pending conversion instructions from bondholders. The value of the same is classified under other equity. Pursuant to the same, the liability in relation to USD 2,163 Million July 2019 bonds forming part of borrowings and financial liabilities has been settled in equity at conversion price and the gain on extinguishment of interest accrued and foreign exchange is credited to statement of profit and loss under exceptional items.
- iii. Issuance of new 112,285 bonds having a face value of USD 320 each aggregating to USD 35.931 Million to bondholders on August 17, 2020 ('August 2032 Bonds') against exchange of 112,285 July 2019 bonds having a face value of USD 1,000 aggregating to USD 112.285 Million. Pursuant to the same, the liability in relation to USD 112.285 Million July 2019 bonds forming part of borrowings and financial liabilities has been restructured with USD 35.931 Million August 2032 bonds and net gain on extinguishment of July 2019 bonds, interest accrued thereon, foreign exchange and cost incurred for restructuring is credited to statement of profit and loss under exceptional items.

August 2032 bonds issued by the Company are compound financial instruments and on the conversion of the bonds, the Company need to issue fixed numbers of equity shares to the holders of the Bonds. Accordingly, the liability components of the August 2032 Bonds is initially recognised at fair value and subsequently measured at amortised cost using the effective interest method at 5.72% and the residual portion is recognised in other equity.

**Following are the key terms of the August 2032 Bonds post restructuring:**

Particulars	August 2032 Bonds
Issue date	August 17, 2020
Number of bonds	112,285
Face value per bond (in USD)	320
Original outstanding (in USD)	35.931 Million
Conversion price per share (₹)	2.61
Fixed exchange rate (₹/ USD)	74.8464
Redemption as a % of principal amount (%)	138.78
Coupon rate (per annum)	4.00%*
Maturity date	August 17, 2032
Current outstanding (in USD)	26,467 Million <sup>#</sup>

<sup>#</sup> Since the date of issuance, Bonds equivalent to USD 9.823 Million of August 2032 Bonds have been converted into shares by March 31, 2021.

\* Out of 4.00% coupon, 1.25% shall be paid on half yearly basis and balance 2.75% shall be accrued and added to the principal value of the Bonds.

- g. Suzlon Wind Energy Corporation ('SWECO'), wholly owned step down subsidiary of the Company based in USA was in default towards servicing of debt to Exim Bank and having outstanding loan of USD 5.05 Million (₹ 37.04 Crore) as at March 31, 2021. Exim Bank has agreed to the extension of the loan agreement upon representation made by SWECO and other guarantors on June 28, 2021, subject to certain conditions. The Management is confident and working towards fulfilling these conditions.
- h. Seventus LLC ('Seventus'), step down subsidiary of the Company based in USA was in default towards servicing of debt to Exim Bank and having outstanding loan of USD 34.31 Million (₹ 251.51 Crore) and interest payable of USD 4.99 Million (₹ 36.58 Crore) as at March 31, 2021. Seventus has submitted the proposal for one time settlement of the loan wherein the outstanding amount of loan and interest payable to be settled against restructured loan of USD 18.67 Million (₹ 140.00 Crore). The one time settlement ('OTS') amount shall be paid from the proceeds of sale of inventory held by Seventus to SEL. The OTS proposal is under active consideration of Exim Bank.

**i. 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, 2021	648.14	1,561.59	4,276.56	6,486.29
	March 31, 2020	2,107.56	803.72	-	2,911.28
Unsecured loans	March 31, 2021	7.83	34.17	154.88	196.88
	March 31, 2020	1,343.67	38.05	-	1,381.72
<b>Total</b>	<b>March 31, 2021</b>	<b>655.97</b>	<b>1,595.76</b>	<b>4,431.44</b>	<b>6,683.17</b>
	<b>March 31, 2020</b>	<b>3,451.23</b>	<b>841.77</b>	<b>-</b>	<b>4,293.00</b>

\*The effective rate of interest on long-term borrowings availed in INR ranges between 9.00% p.a. to 13.00% p.a. during the year post implementation of Resolution Plan, 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.

j. The Group has made defaults in repayment of financial facilities and payment of interest. There was no continuing default as at March 31, 2021

Particulars	March 31, 2021		March 31, 2020	
	Amount ₹ Crore	Period of delay in days	Amount ₹ Crore	Period of delay in days
Repayment of term loan	Nil	-	1,026.03	\$
Repayment of interests and other finance cost	Nil	-	744.53	\$
Repayment of working capital facility	Nil	-	6,818.71	\$

During the year, the Group was having a default for repayment of term loan, working capital facility and interest thereon for a period from 1 day to 90 days. On implementation of the Resolution Plan, there is waiver of existing defaults, events of defaults and penal interest and charges and waiver of right to recompense in accordance with MRA dated March 28, 2013.

<sup>s</sup> continuing default for repayment of term loan, working capital facility and interest thereon for a period from 1 day to 365 days.

#### 24. Other financial liabilities

	March 31, 2021	March 31, 2020
<b>Non-current</b>		
Other liabilities	22.35	28.02
<b>Total</b>	<b>22.35</b>	<b>28.02</b>
<b>Current</b>		
Current maturities of long-term borrowings	655.97	3,451.23
Interest accrued on borrowings	37.32	757.52
Other liabilities <sup>s</sup>	319.37	1,091.91
<b>Total</b>	<b>1,012.66</b>	<b>5,300.66</b>

<sup>s</sup> Primarily includes provision for recompense liability in previous year and employee payables for current and previous year. All the financial liabilities are disclosed at amortised cost.

#### 25. Other liabilities

**Non-current** – It includes deferred revenue of ₹ 0.77 Crore (previous year: ₹ 0.89 Crore).

	March 31, 2021	March 31, 2020
<b>Current</b>		
Statutory dues	56.37	99.39
Deferred revenue	0.05	11.00
Other liabilities	31.38	18.19
<b>Total</b>	<b>87.80</b>	<b>128.58</b>

#### 26. Provisions

	March 31, 2021	March 31, 2020
<b>Non-current</b>		
Employee benefits	40.84	32.41
Provision for maintenance and warranty	41.67	60.86
<b>Total</b>	<b>82.51</b>	<b>93.27</b>
<b>Current</b>		
Employee benefits	34.02	40.58
Provision for performance guarantee, maintenance and warranty and liquidated damages	504.09	662.66
Provision for tax	1.03	2.42
<b>Total</b>	<b>539.14</b>	<b>705.66</b>

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	177.28 (140.02)	261.26 (325.34)	284.98 (306.36)
Additions/ (release), net	75.27 (134.43)	49.67 (-4.63)*	29.34 (97.77)
Unwinding of warranty discounting and deferral of O & M	- (-)	12.80 (19.58)	- (-)
Utilisation	83.26 (65.32)	98.77 (73.53)**	61.23 (99.68)
Reversal	22.75 (31.85)	0.13 (5.50)	78.70 (19.47)
Closing balance	146.54 (177.28)	224.83 (261.26)	174.39 (284.98)

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.

## 27. Revenue from contracts with customers

### 27.1 Disaggregated revenue information

	March 31, 2021	March 31, 2020
<b>Type of goods and services</b>		
Sale of wind turbines, solar systems, and other parts	1,474.68	1,015.38
Income from operation and maintenance service	1,819.97	1,917.82
<b>Total</b>	<b>3,294.65</b>	<b>2,933.20</b>
<b>Geography</b>		
India	2,739.57	2,108.00
Outside India	555.08	825.20
<b>Total</b>	<b>3,294.65</b>	<b>2,933.20</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	1,329.83	657.05
Services transferred over time	1,964.82	2,276.15
<b>Total</b>	<b>3,294.65</b>	<b>2,933.20</b>

### 27.2 Contract balances

	March 31, 2021	March 31, 2020
Trade receivables	1,189.72	1,364.54
Contract liabilities	405.33	258.36

### 27.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	March 31, 2021	March 31, 2020
Revenue as per contracted price	3,298.12	3,114.08
<b>Less: Variable considerations</b>		
Liquidated damages (refer Note 25)	49.36	(78.30)
Performance guarantee (refer Note 25)	(52.52)	(102.58)
Sales commission	(0.31)	(-)
<b>Total</b>	<b>3,294.65</b>	<b>2,933.20</b>

### 27.4 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.

<b>28. Other income</b>		<b>March 31, 2021</b>	<b>March 31, 2020</b>
Interest income on			
Financial assets measured at amortised cost			
on inter corporate deposit	2.02	2.03	
on deposits with banks	6.15	14.69	
on other financial assets	11.27	10.43	
Financial liabilities measured at amortised cost	0.43	0.42	
<b>Total</b>	<b>19.87</b>	<b>27.57</b>	
<b>29. Cost of raw materials and components consumed</b>		<b>March 31, 2021</b>	<b>March 31, 2020</b>
Consumption of raw materials (including project business)			
Opening inventory	682.68	1,054.26	
Add : Purchases	1,747.95	1,032.83	
	<b>2,430.63</b>	<b>2,087.09</b>	
Less : Closing inventory	819.88	682.68	
	<b>1,610.75</b>	<b>1,404.41</b>	
<b>Changes in inventories:</b>			
Opening inventory			
Finished, semi-finished goods and work- in- progress	1,042.94	1,451.50	
Land and land lease rights	110.61	171.15	
	<b>(A) 1,153.55</b>	<b>1,622.65</b>	
Closing inventory			
Finished, semi-finished goods and work- in- progress	1,079.74	1,042.94	
Land and land lease rights	107.29	110.61	
	<b>(B) 1,187.03</b>	<b>1,153.55</b>	
<b>Changes in inventories</b>	<b>(C) = (A) - (B)</b>	<b>(33.48)</b>	<b>469.10</b>
<b>30. Employee benefits expense</b>		<b>March 31, 2021</b>	<b>March 31, 2020</b>
Salaries, wages, allowances and bonus	492.77	699.48	
Contribution to provident fund and other funds*	42.51	73.77	
Staff welfare expenses	17.93	23.00	
<b>Total</b>	<b>553.21</b>	<b>796.25</b>	
* Includes gratuity expense of ₹ 8.59 Crore (previous year: ₹ 9.55 Crore)			
<b>31. Finance costs</b>		<b>March 31, 2021</b>	<b>March 31, 2020</b>
Interest expense on			
Financial liabilities measured at amortised cost & FVTPL	954.90	1,285.77	
Unwinding interest on long term provisions	2.47	4.36	
Bank charges	38.36	76.30	
Exchange difference to the extent considered as an adjustment to borrowing cost	0.53	0.86	
<b>Total</b>	<b>996.26</b>	<b>1,367.29</b>	
<b>32. Other expenses</b>		<b>March 31, 2021</b>	<b>March 31, 2020</b>
Stores and spares consumed	34.25	41.39	
Power and fuel	45.05	61.04	
Factory and site expenses	47.83	49.02	
Repairs and maintenance	23.67	29.03	
Operation and maintenance charges	1.32	5.46	
Rent	36.29	45.18	
Rates and taxes	18.62	15.13	
Operation, maintenance and warranty expenditure (refer Note 25)	59.87	5.09	
R&D, certification, product development and quality assurance expenses	5.96	1.79	
Insurance	16.77	21.02	
Advertisement and sales promotion	1.27	0.87	
Freight outward and packing expenses	35.87	29.87	
Travelling, conveyance and vehicle expenses	57.58	78.90	
Communication expenses	9.16	11.93	
Auditors' remuneration and expenses	2.89	2.41	
Consultancy charges	39.38	59.61	

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
CSR, charity and donations	3.67	2.05
Miscellaneous expenses	124.51	130.63
Exchange differences, net	4.46	437.04
Bad debts written off	15.72	13.33
Allowance for doubtful debts and advances, net	93.29	69.44
Gain on sale/ dilution of investments, net	-	(0.03)
Capital work-in-progress written off	1.12	48.62
Loss on disposal of property, plant and equipment, and investment property, net	2.41	4.00
<b>Total</b>	<b>680.96</b>	<b>1,162.82</b>

**33. Exceptional items**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Gain on extinguishment of FCCB (refer Note a)	(821.74)	-
Loss on disposal of a subsidiary (refer Note b)	-	8.83
Loss/ (gain) on disposal of investments and fair value of asset classified as held for sale (refer Note c)	-	7.98
Transaction cost related to restructuring of debt (refer Note d)	-	49.08
Forex loss on SBLC facility (refer Note e)	14.87	-
Impairment of assets classified as held for sale (refer Note f)	1.41	-
<b>Total</b>	<b>(805.46)</b>	<b>65.89</b>

- a. During the year, the Group has restructured the liabilities relating to FCCB's into new FCCB's resulting into gain of ₹ 858.75 Crore and transaction cost for restructuring of ₹ 37.01 Crore.
- b. The Group has sold its 100% stake in Parque Eolico El Almendro S.L., Spain, a step down wholly owned subsidiary of the Company. Accordingly on loss of control, Group recognised a loss of ₹ Nil (previous year: ₹ 8.83 Crore).
- c. The Group has disposed off its partial investments in few joint ventures classified as "held for sale". The net gain arising on fair valuation and disposal of same is ₹ Nil (previous year: ₹ 7.98 Crore).
- d. The Group incurred transaction cost of ₹ Nil (previous year: ₹ 49.08 Crore) towards restructuring of the debt.
- e. The Borrowers were obligors to the State Bank of India and other Indian lenders under an Onshore stand by letter of credit ('SBLC') Facility Agreement and had 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 by State Bank of India in favour of the Security Agent acting on behalf of the lenders of AERH. The SBLC of USD 576.74 Million issued by State Bank of India has been invoked during the year ended March 31, 2020. The foreign currency translation recognised on invocation of ₹ 14.87 Crore.
- f. During the year, the Group has made provision of ₹ 1.41 Crore towards impairment of assets classified as held for sale.

**34. Income tax****a. Components of income tax expense**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Current tax	6.81	6.65
Earlier years tax	(2.18)	0.79
<b>Total</b>	<b>4.63</b>	<b>7.44</b>

**b. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Accounting loss before income tax</b>	<b>104.97</b>	<b>(2,683.95)</b>
Enacted tax rates in India	34.944%	34.944%
Computed tax expense	36.68	(937.88)
Non-deductible expenses for tax purpose	74.77	4.88
Deductible expenses for tax purpose	(159.83)	0.56
Expense taxable at different rates	(29.81)	90.67
Adjustments in respect of income tax of previous years	(0.12)	(1.22)
Unused tax credit	-	-
Unused tax losses	323.79	1,503.29
Utilisation of previously unrecognised tax losses	(240.85)	(652.86)
<b>Tax expense as per statement of profit or loss</b>	<b>4.63</b>	<b>7.44</b>

**c. Details of carry forward losses and unused credit on which no deferred tax asset is recognised by the Group are as follows:**

Unabsorbed depreciation is available for offsetting all future taxable profits of the Company. Business losses 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. Majority of these business losses will expire between March 2023 to March 2028. Majority of the capital loss will expire between March 2024 to March 2028. MAT credit will expire between March 2023. 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.

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Business losses (including interest loss)	9,154.64	13,083.58
Unabsorbed depreciation	1,574.43	2,320.73
Capital loss	2,403.50	2,402.04
MAT credit	162.56	103.29
<b>Total</b>	<b>13,295.13</b>	<b>17,909.64</b>

**35. Components of other comprehensive income (OCI)**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Re-measurement of the defined benefit plans	(0.40)	6.75
Share of other comprehensive income of joint venture accounted for using the equity method	0.02	(0.14)
Exchange differences on translation of foreign operations	31.62	134.08
<b>Total</b>	<b>31.24</b>	<b>140.69</b>

**36. Earnings / (loss) per equity share (EPS)**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Basic</b>		
Net profit/ (loss) for the year attributable to equity shareholders of the parent	104.18	(2,642.23)
Weighted average number of equity shares	7,58,17,05,498	5,31,97,74,121
<b>Basic earnings / (loss) per share of ₹ 2 each</b>	<b>0.14</b>	<b>(4.97)</b>
<b>Diluted</b>		
Net profit/ (loss) for the year attributable to equity shareholders of the parent	104.18	(2,642.23)
Add: Interest on foreign currency convertible bonds (net of tax)	1.72	130.92
Adjusted net profit/ (loss) after tax	105.90	(2,511.31)
Weighted average number of equity shares for basic EPS	7,58,17,05,498	5,31,97,74,121
Add: Effect of dilution:		
Foreign currency convertible bonds	64,38,66,557	67,00,40,133
Convertible debentures	15,53,74,099	-
Share warrants	37,97,46,811	-
Weighted average number of equity shares adjusted for diluted EPS	8,76,06,92,965	5,98,98,14,254
<b>Diluted earnings / (loss) per share (₹) of face value of ₹ 2 each</b>	<b>0.12 <sup>#</sup></b>	<b>(4.97) <sup>\$</sup></b>

<sup>#</sup> As CCPS are contingently issuable ordinary shares in the year 2040 the impact of same is anti-dilutive in calculating diluted EPS.

<sup>\$</sup> 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 Group has recognised ₹ 15.76 Crore (previous year: ₹ 19.87 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 employee benefits expense recognised in statement of profit and loss and in other comprehensive income:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Current service cost	6.98	7.50
Net interest cost	1.87	2.06
<b>Net defined benefit cost recognised in profit and loss</b>	<b>8.85</b>	<b>9.56</b>
<b>Other comprehensive income</b>		
Re-measurement for the period - obligation (gain)/ loss	(0.37)	(6.92)
Re-measurement for the period – plan assets (gain)/ loss	0.77	0.17
<b>Total defined benefit expenses recognised in OCI</b>	<b>0.40</b>	<b>(6.75)</b>
<b>Total</b>	<b>9.25</b>	<b>2.81</b>

**Changes in the defined benefit obligation:**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Opening defined benefit obligation	66.95	75.35
Current service cost	6.98	7.50
Interest cost	4.34	5.70
Benefits paid	(5.78)	(14.62)
Acquisition adjustment / settlement cost	(0.24)	(0.06)

	March 31, 2021	March 31, 2020
<b>Re-measurement adjustment:</b>		
Experience adjustment	1.18	(6.34)
Actuarial changes arising from changes in demographic assumptions	1.24	(1.20)
Actuarial changes arising from changes in financial assumptions	(2.79)	0.62
<b>Closing defined benefit obligation</b>	<b>71.88</b>	<b>66.95</b>
<b>Changes in the fair value of plan assets:</b>		
	March 31, 2021	March 31, 2020
Opening fair value of plan assets	38.02	47.95
Interest income	2.47	3.64
Contributions by employer	1.06	1.28
Benefits paid	(5.78)	(14.62)
Acquisition adjustments / settlement cost	(0.24)	(0.06)
<b>Re-measurement adjustment:</b>		
Experience adjustments	(0.05)	(0.03)
Actuarial changes arising from changes in financial assumptions	(0.72)	(0.14)
<b>Closing fair value of plan assets</b>	<b>34.76</b>	<b>38.02</b>

**Major categories of plan assets (as percentage of total plan assets):**

Funds managed by insurer is 100% for March 31, 2021 (previous year: 100%).

The composition of investments in respect of funded defined benefit plans are not available with the Group, the same has not been disclosed.

**Net asset/ (liability) recognised in the balance sheet:**

	March 31, 2021	March 31, 2020
Current portion	6.43	8.70
Non-current portion	65.45	58.25
Present value of defined benefit obligation as at the end of the financial year	71.88	66.95
Fair value of plan assets as at the end of the year	34.76	38.02
<b>Net asset/ (liability) recognised in the balance sheet</b>	<b>(37.12)</b>	<b>(28.93)</b>

**Principal assumptions used in determining gratuity obligations:**

	March 31, 2021	March 31, 2020
Discount rate (in %)	6.40	6.50
Future salary increases (in %) Attrition rate	3% for FY 21-22 and 8% thereafter 13.20% at younger ages and reducing to 7.40% at older ages according to graduated scale	0% for first year and 8% thereafter 14.30% at younger ages and reducing to 9.40% 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, 2021		March 31, 2020	
	Decrease	Increase	Decrease	Increase
Discount rate (-/+ 1%)	7.53	(5.76)	5.32	(4.64)
Future salary increases (-/+ 1%)	(5.77)	7.41	(4.66)	5.23
Attrition rate (-/+ 50% of attrition rates)	4.75	(3.65)	3.45	(1.84)

For the year ended March 31, 2022 the Group expects to contribute ₹ 44.21 Crore (previous year: ₹ 36.11 Crore) towards its defined benefit plan.

**38. Leases**

Effective April 1, 2019, the Group adopted Ind AS 116 "Leases" using the modified retrospective method along with the transition option to recognise Right-of-Use asset (ROU) at an amount equal to the lease liability.

The Group has lease contracts for land, factory and office buildings used in its operations. Leases of land, plant and machinery generally have lease terms between 3 and 10 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. There are lease contracts that include extension and termination options and variable lease payments. The Group also has certain leases of premises with lease terms of 12 months or less and with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Below are the carrying amounts of right of use assets recognised and the movements during the year ended March 31, 2021 are as follows:

	ROU asset category			
	Land	Buildings	Vehicles	Total
<b>Cost</b>				
Balance as of April 1, 2020	168.92	3.46	3.21	175.59
Additions	-	0.44	3.53	3.97
Translation adjustment	-	0.73	0.64	1.37
Deductions/adjustments	-	-	(0.42)	(0.42)
<b>Balance as at March 31, 2021</b>	<b>168.92</b>	<b>4.63</b>	<b>6.96</b>	<b>180.51</b>
Balance as of April 1, 2019	75.16	3.46	3.21	81.83
Reclassified on account of adoption of Ind AS 116	93.76	-	-	93.76
Additions	-	-	-	-
<b>Balance as at March 31, 2020</b>	<b>168.92</b>	<b>3.46</b>	<b>3.21</b>	<b>175.59</b>
<b>Accumulated depreciation</b>				
Balance as of April 1, 2020	29.57	1.07	1.56	32.20
Additions (including impairment)	12.89	1.29	2.13	16.31
Translation adjustment	-	0.23	0.31	0.54
<b>Balance as at March 31, 2021</b>	<b>42.46</b>	<b>2.59</b>	<b>4.00</b>	<b>49.05</b>
Balance as of April 1, 2019	-	-	-	-
Reclassified on account of adoption of Ind AS 116	3.63	-	-	3.63
Additions (including impairment)	25.94	1.07	1.56	28.57
<b>Balance as at March 31, 2020</b>	<b>29.57</b>	<b>1.07</b>	<b>1.56</b>	<b>32.20</b>
<b>Net balance</b>				
<b>as at March 31, 2021</b>	<b>126.46</b>	<b>2.04</b>	<b>2.96</b>	<b>131.46</b>
<b>as at March 31, 2020</b>	<b>139.35</b>	<b>2.39</b>	<b>1.65</b>	<b>143.39</b>

The movement in lease liabilities during the year ended March 31, 2021 is as follows:

Particulars	March 31, 2021	March 31, 2020
Opening balance	72.95	75.16
Additions	3.97	6.66
Translation adjustment	0.84	-
Finance cost accrued during the year	7.10	7.90
Payment of lease liabilities	(18.15)	(16.77)
<b>Closing balance</b>	<b>66.71</b>	<b>72.95</b>

The following are the amounts recognised in statement of profit or loss:

Particulars	March 31, 2021	March 31, 2020
Depreciation expense on right-of-use assets	16.31	28.57
Translation adjustment	0.54	-
Interest expense on lease liabilities	7.10	7.90
Rental expense recorded for short-term leases (included in other expenses)	36.29	45.18
Total amount recognised in statement of profit and loss	60.24	81.65

During the year, the Group had total cash outflows for leases of ₹ 54.44 Crore (previous year: ₹ 61.95 Crore). The Group also had non-cash additions to right-of-use assets and lease liabilities of ₹ 3.97 Crore (previous year: ₹ 81.82 Crore).

The effective interest rate for lease liabilities is 9.00% with maturity between 2022 and 2025. The details regarding the contractual maturities of lease liabilities as of March 31, 2021 on an undiscounted basis are as follows:

Particulars	March 31, 2021	March 31, 2020
Not later than one year	11.52	9.88
Later than one year and not later than five years	24.01	27.64
Later than five years	3118	35.43
<b>Total</b>	<b>66.71</b>	<b>72.95</b>

### 39. Capital and other commitments

	March 31, 2021	March 31, 2020
Estimated amount of contract remaining to be executed on capital accounts and not provided for, net of advances	18.87	19.60
<b>Total</b>	<b>18.87</b>	<b>19.60</b>

**40. Contingent liabilities**

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Claims against the Group not acknowledged as debts		
Customs duty, service tax and state levies*	165.98	152.01
Suppliers and service providers	-	2.70
Labour related	0.28	0.28
Others	1.58	209.78
<b>Total</b>	<b>167.84</b>	<b>364.77</b>

\* 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.

**41. 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.

<b>Particulars</b>	<b>March 31, 2021</b>						
	<b>Sales of WTG</b>	<b>Foundry &amp; Forging</b>	<b>OMS</b>	<b>Others</b>	<b>Total</b>	<b>Elimination</b>	<b>Grand Total</b>
Total external sales	1,150.81	314.42	1,819.97	9.45	3,294.65	-	3,294.65
Add: inter segment sales	42.57	19.89	64.55	-	127.01	(127.01)	-
Segment revenue	1,193.38	334.31	1,884.52	9.45	3,421.66	(127.01)	3,294.65
Segment result before exceptional items	(427.22)	13.29	690.01	(0.18)	275.90	-	275.90
Add/(Less) items to reconcile with statement of profit and loss							
Add: other income							19.87
Less: Finance cost							(996.26)
Loss before exceptional items and tax							(700.49)
Add: Exceptional items							(805.46)
Profit before tax							104.97
Tax expenses							
Current tax							6.81
Earlier year tax							(2.18)
Deferred tax charge							-
Total tax							4.63
Profit after tax							100.34
Add: Share of profit of associate and joint ventures							3.25
Add: Share of loss of non-controlling interest							-
Net profit/ (loss) for the period							103.59
Segment assets	4,142.07	598.96	1,156.43	43.07	5,940.53	-	5,940.53
Common assets							660.56
Enterprise assets							6,601.09
Segment liabilities	2,233.29	144.40	685.22	-	3,062.91	-	3,062.91
Common liabilities							6,938.89
Enterprise liabilities							10,001.80
Segment depreciation	185.08	46.36	19.81	7.13	258.39	-	258.38

Particulars	March 31, 2020										
	Sales of WTG	Foundry & Forging	OMS	Others	Total	Elimination	Grand Total				
Total external sales	560.86	432.12	1,917.82	22.40	2,933.20	-	2,933.20				
Add: inter segment sales	33.83	0.16	77.55	-	111.54	(111.54)	-				
Segment revenue	594.69	432.28	1,995.37	22.40	3,044.74	(111.54)	2,933.20				
Segment result before exceptional items	(1,955.01)	3.87	659.88	12.92	(1,278.34)	-	(1,278.34)				
Add/(Less) items to reconcile with statement of profit and loss											
Add: other income						27.57					
Less: Finance cost						(1,367.29)					
Loss before exceptional items and tax						(2,618.06)					
Add: Exceptional items						65.89					
Loss before tax						(2,683.95)					
Tax expenses						-					
Current tax						6.65					
Earlier year tax						0.79					
Deferred tax charge						-					
Total tax						7.44					
Loss after tax						(2,691.39)					
Add: Share of profit of associate and joint ventures						(0.45)					
Add: Share of loss of non-controlling interest						-					
Net loss for the year						(2,691.84)					
Segment assets	4,385.05	632.15	1,151.80	44.62	6,213.62	-	6,213.62				
Common assets						316.73					
Enterprise assets						6,530.35					
Segment liabilities	2,070.44	157.00	703.59	-	2,931.03	-	2,931.03				
Common liabilities						14,641.16					
Enterprise liabilities						17,572.19					
Segment depreciation	344.27	47.47	19.53	7.34	418.61	-	418.61				
<b>Geographical information:</b>											
Particulars	India	Europe	USA & Canada		Others	Total					
<b>Revenue from operations</b>											
Year ended March 31, 2021	2,739.57	62.23	292.43		200.42	3,294.65					
Year ended March 31, 2020	2,108.00	84.00	590.65		150.55	2,933.20					
<b>Non-current assets</b>											
As at March 31, 2021	1,260.04	1.46	1.12		10.87	1,273.49					
As at March 31, 2020	1,460.28	3.25	8.19		8.89	1,480.61					
Non-current assets consists of property, plant and equipment, investment properties and intangible assets (including assets under development).											
<b>Reconciliation of assets</b>											
						March 31, 2021					
						March 31, 2020					
<b>Segment operating assets</b>						<b>5,940.53</b>					
Investment property (refer Note 10)			32.64			6,213.62					
Investments (refer Note 12)			23.00			34.67					
Loans (refer Note 14)			21.27			19.74					
Interest accrued on deposits, loans and advances (refer Note 15)			1.33			22.45					
Bank balances (refer Note 15)			223.24			51.66					
Cash and cash equivalents (refer Note 18)			262.50			57.59					
Bank balance other than above (refer Note 18)			-			24.74					
Current tax asset, net			6.12			20.46					
Non-current tax (refer Note 16)			40.87			33.90					
Asset classified as held for sale (refer Note 19)			49.59			51.00					
<b>Total assets</b>			<b>6,601.09</b>			<b>6,530.35</b>					
<b>Reconciliation of liabilities</b>											
						March 31, 2021					
						March 31, 2020					
<b>Segment operating liabilities</b>						<b>3,062.91</b>					
Borrowings (refer Note 23)			6,202.54			2,931.03					
Provisions (refer Note 26)			1.03			9,685.62					
Current maturities of long-term borrowings (refer Note 24)			655.97			2.42					
Interest accrued on borrowings (refer Note 24)			37.32			3,451.23					
Other financial liabilities (refer Note 24)			42.03			757.52					
<b>Total liabilities</b>			<b>10,001.80</b>			<b>17,572.19</b>					

## 42. 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')

Aspen Infra Padubidri Private Limited <sup>(i)</sup>, Aspenpark Infra Coimbatore Private Limited <sup>(ii)</sup>, AspenPark Infra Vadodara Private Limited, Samanvaya Holdings Private Limited, Sarjan Realities Private Limited <sup>(iii)</sup>, SE Freight and Logistics India Private Limited, Shubh Realty (South) Private Limited, and Tanti Holdings 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')

Ashwani Kumar <sup>(iv)</sup>, Gautam Doshi <sup>(v)</sup>, Girish R. Tanti, Geetanjali S. Vaidya, Hiten Timbadia <sup>(vi)</sup>, Jayarama Prasad Chalasani <sup>(vii)</sup>, Marc Desaeedeeler, Per Hornung Pedersen, Rakesh Sharma, Sameer Shah, Seemantinee Khot, Swapnil Jain <sup>(viii)</sup>, Tulsi R. Tanti 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. October 14, 2020	(v) Appointed w.e.f. August 29, 2020
(ii) Name changed w.e.f January 01, 2021	(vi) Ceased w.e.f. July 07, 2020
(iii) Appointed w.e.f. October 19, 2020	(vii) Ceased w.e.f. June 01, 2021
(iv) Appointed w.e.f. May 04, 2020	

### B. Transactions between the Group and related parties during the year and the status of outstanding balances as at March 31, 2021:

Particulars	EKMP	JV	Associate	KMP	RKMP	Employee funds
Loan given	- (-)	35.87 (31.84)	- (-)	- (-)	- (-)	- (-)
Shares issued	99.98 (-)	- (-)	- (-)	0.26 (-)	- (-)	- (-)
Purchase of goods and services including reimbursement	69.41 (118.47)	52.52 (11.77)	- (-)	- (-)	- (-)	- (-)
Sale of goods and services	1.03 (2.78)	4.06 (4.78)	- (-)	0.75 (0.72)	0.52 (0.50)	- (-)
Interest income	2.71 (4.53)	2.02 (2.03)	- (-)	- (-)	- (-)	- (-)
Lease rent income	1.12 (1.12)	0.04 (0.04)	- (-)	- (-)	- (-)	- (-)
Lease rent expense	11.74 (14.50)	- (-)	- (-)	- (-)	- (-)	- (-)
Machine availability expenditure	- (0.48)	- (-)	- (-)	- (0.45)	- (0.19)	- (-)
Managerial remuneration	- (-)	- (-)	- (-)	16.75 (15.03)	- (-)	- (-)
Remuneration	- (-)	- (-)	- (-)	- (-)	- (0.40)	- (-)
Director sitting fees	- (-)	- (-)	- (-)	0.49 (0.34)	0.00* (0.00)*	- (-)
Contribution to various funds	- (-)	- (-)	- (-)	- (-)	- (-)	0.83 (1.13)
Debt taken pursuant to assignment of debt	- (-)	2.80 (-)	- (-)	- (-)	- (-)	- (-)
Reimbursement of expenses payable	0.02 (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Reimbursement of expenses receivable	- (-)	0.24 (0.09)	- (-)	- (-)	- (-)	- (-)

**Outstanding balances:**

Particulars	EKMP	JV	Associates	KMP	RKMP	Employee funds
Contract liabilities	0.78 (0.78)	- (-)	- (-)	- (-)	- (-)	- (-)
Investments in shares	- (-)	39.97 (48.99)	54.34 (40.36)	- (-)	- (-)	- (-)
Impairment allowance on investments	- (-)	- (-)	40.36 (40.36)	- (-)	- (-)	- (-)
Investments in compulsorily convertible debentures	- (-)	- (21.72)	21.48 (-)	- (-)	- (-)	- (-)
Trade receivables	3.07 (2.73)	7.01 (8.33)	0.28 (0.07)	0.24 (0.00)*	0.16 (0.08)	- (-)
Impairment allowance on trade receivables	- (-)	4.47 (-)	- (-)	- (-)	- (-)	- (-)
Prepaid expenses	- (11.89)	- (-)	- (-)	- (-)	- (-)	- (-)
Loans given	- (-)	20.11 (22.13)	0.01 (-)	- (-)	- (-)	- (-)
Security deposits taken	0.08 (0.08)	- (-)	- (-)	- (-)	- (-)	- (-)
Security deposits given	0.61 (48.75)	- (-)	- (-)	- (-)	- (-)	- (-)
Advance to supplier and other assets	- (1.62)	0.02 (0.01)	- (-)	- (-)	- (-)	- (-)
Trade payables	19.85 (39.54)	29.68 (16.93)	1.30 (1.24)	- (-)	- (-)	- (-)
Managerial remuneration payable	- (-)	- (-)	- (-)	0.33 (1.53)	0.00* (-)	- (-)
Director sitting fees payable	- (-)	- (-)	- (-)	0.04 (0.07)	- (-)	- (-)

\* 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,	
			2021	2020
Loan given	JV	Suzlon Generators Limited	35.87	31.84
Shares issued	EKMP	Tanti Holdings Private Limited	99.98	-
Purchase of goods and services including reimbursement	EKMP	AspenPark Infra Coimbatore Private Ltd. AspenPark Infra Vadodara Private Ltd. SE Freight & Logistics India Private Limited	13.63 13.12 36.80	26.88 33.50 37.00
	JV	Suzlon Generators Limited	52.52	11.77
Sale of goods and services	EKMP	SE Freight and Logistics India Private Limited	0.53	0.98
	JV	Suzlon Generators Limited	3.20	2.46
		Vayudoot Solarfarms Limited	0.86	-
Interest income	JV	Suzlon Generators Limited	2.02	2.03
	EKMP	Aspen Infra Padubidri Private Limited	2.69	4.50
Lease rent income	EKMP	Sarjan Realities Private Limited	1.12	1.12
Lease rent expenses	EKMP	Aspen Infra Padubidri Private Limited Sarjan Realities Private Limited	5.53 6.08	7.07 7.23
Machine availability expenditure	EKMP	Tanti Holdings Private Limited	-	0.48
	KMP	Girish R. Tanti	-	0.16
		Vinod R. Tanti	-	0.18
	RKMP	Rambhaben Ukabhai	-	0.13
Managerial remuneration	KMP	Tulsi R Tanti Kirti J Vagadia Vinod R Tanti Swapnil Jain Jayarama Prasad Chalasani	2.14 - 1.56 2.78 8.01	3.65 2.18 1.41 1.59 4.56

Type of transaction	Type of relationship	Name of the entity / person	Year ended March 31,	
			2021	2020
Remuneration	RKMP	Nidhi Tanti Rajan Tanti	- -	0.33 0.07
Director sitting fees	KMP	Girish R Tanti Rakesh Sharma Marc Desaedeleer Sameer Shah Seemantinee Khot Per Hornung Pedersen Gautam Doshi Pratima Ram Vijaya Sampath Vaidhyanathan Raghuraman Venkataraman Subramanian	0.06 0.06 0.07 0.06 0.07 0.09 0.05 - - - - 0.02 0.03 0.03 0.03	0.04 - 0.06 0.06 - 0.08 - 0.02 0.03 0.03 0.03
Contribution to various funds	Employee funds	Suzlon Energy Limited Superannuation Fund Suzlon Energy Limited Employee Group Gratuity Scheme Suzlon Gujarat Wind Park Limited Employee Group Gratuity Scheme Suzlon Global Services Limited Employee Group Gratuity Scheme	0.22 0.29 0.16 0.14	0.12 0.64 0.05 0.10
Debt taken pursuant to assignment of debt	JV	Suzlon Generators Limited	2.80	-
Reimbursement of expenses payable	EKMP	SE Freight and Logistics India Private Limited	0.02	-
Reimbursement of expenses receivable	JV	Suzlon Generators Limited	0.24	0.09

**Compensation of key management personnel of the Group recognised as an expense during the reporting period:**

	March 31, 2021	March 31, 2020
Short-term employee benefits	15.55	11.61
Post-employment gratuity	0.70	1.59
<b>Total</b>	<b>16.25</b>	<b>13.20</b>

**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.

**43. Fair value measurements**

The fair value of the financial assets and liabilities are considered to be same as their carrying values except for details given below. 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.

**Description of significant unobservable inputs to valuation:**

CCPS issued by SGSL are recorded in SEL after application of probability weighted average method as follows:

Particulars	Fair value	Probability %	Liability
Derivative put option - Exit 1	-	0%	-
Derivative put option - Exit 2	440.91	20%	88.18
Derivative put option - Exit 3	2,503.99	70%	1,752.79
Derivative put option - Exit 4	778.87	10%	121.98
Non-derivative element of CCPS	440.91		
<b>Total CCPS liability value</b>		<b>100%</b>	<b>1,962.95</b>

	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Approximate input</b>	<b>Sensitivity of the input to fair value</b>
FVTPL put option – Exit 2 (Financial liability)	Income approach Discounted Cash flow technique	Discount rate	March 31, 2021 – 13% discount rate	1% increase in discount rate would result in decrease in fair value by ₹ 67.67 Crore and 1% decrease in discount rate would result in increase in fair value by ₹ 80.71 Crore ( <i>Sensitivity in fair value of the option</i> )
FVTPL put option – Exit 3 (Financial liability)	Income approach Discounted Cash flow technique	Discount rate	March 31, 2021 – 13% discount rate	1% increase in discount rate would result in increase in fair value by ₹ 18.23 Crore and 1% decrease in discount rate would result in decrease in fair value by ₹ 18.14 Crore ( <i>Sensitivity in fair value of the option</i> )
FVTPL put option – Exit 4 (Financial liability)	Monte Carlo Simulation (20,000 scenarios)	Volatility in stock price of unlisted entity	March 31, 2021 – 56.83% volatility rate	1% increase in volatility rate would result in increase in fair value by ₹ 7.13 Crore and 1% decrease in volatility rate would result in decrease in fair value by ₹ 7.80 Crore ( <i>Sensitivity in fair value of the option</i> )
Total CCPS liability	Probability weighted average method	Probability percentages	March 31, 2021 – 70% Probability weight for Exit 3	1% increase/decrease in probability rate related to Exit 3 Put Option embedded in CCPS would result in increase/decrease in fair value by ₹ 20.63 Crore respectively. ( <i>Sensitivity in fair value of the entire CCPS Contract</i> )

#### 44. 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 financial year.

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

Financial assets and liabilities measured at fair value	<b>Level 3</b>	
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Financial assets</b>		
<b>Investments at fair value through profit or loss:</b>		
Investment in Saraswat Co-operative Bank Ltd.	0.01	0.01
Investment in government securities	0.02	0.02
	<b>0.03</b>	<b>0.03</b>
<b>Financial liabilities</b>		
<b>Borrowings at fair value through profit or loss:</b>		
Compulsorily Convertible Preference Shares	1,962.95	-
	<b>1,962.95</b>	-

#### Reconciliation financial instruments measured at fair value through profit or loss:

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>Borrowings</b>		
<b>Opening balance</b>		-
Addition during the year	1,787.33	-
Finance cost recognised in statement of profit and loss	175.62	-
<b>Closing balance</b>	<b>1,962.95</b>	-

#### 45. 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, 2021 and March 31, 2020.

##### 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. 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:

<b>Currency</b>	<b>Change in currency rate</b>	<b>Effect on profit before tax</b>	
		<b>March 31, 2021</b>	<b>March 31, 2020</b>
USD	+5%	(1.26)	(1.30)
USD	-5%	1.26	1.30

#### **ii. Foreign currency risk and sensitivity**

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 financial year expressed in INR are as follows:

<b>Particulars</b>	<b>March 31, 2021</b>			<b>March 31, 2020</b>		
	<b>USD</b>	<b>Euro</b>	<b>Others</b>	<b>USD</b>	<b>Euro</b>	<b>Others</b>
<b>Financial assets</b>						
Loans	97.16	732.45	1.25	98.04	699.02	2.45
Investments	73.30	-	68.43	75.67	-	68.43
Trade receivables	169.43	24.60	133.44	185.58	29.61	22.99
Bank balances	0.05	4.50	-	0.18	2.55	-
Other assets	262.86	13.18	23.61	15.41	8.92	19.73
<b>Total</b>	<b>602.80</b>	<b>774.73</b>	<b>226.73</b>	<b>374.88</b>	<b>740.10</b>	<b>113.60</b>
<b>Financial liabilities</b>						
Borrowings	232.17	240.73	-	1,979.57	233.39	-
Trade payable	407.01	79.79	62.77	410.02	62.75	46.22
Other liabilities	4,232.03	41.58	7.66	4,071.60	33.56	0.64
<b>Total</b>	<b>4,871.21</b>	<b>362.10</b>	<b>70.43</b>	<b>6,461.19</b>	<b>329.70</b>	<b>46.86</b>

#### **Foreign currency sensitivity**

The Group's currency exposures in respect of monetary items at March 31, 2021 and March 31, 2020 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.

<b>Currency</b>	<b>Change in currency rate</b>	<b>Effect on profit before tax</b>	
		<b>March 31, 2021</b>	<b>March 31, 2020</b>
USD	+5%	(179.87)	(282.53)
USD	-5%	179.87	282.53
EURO	+5%	21.37	20.87
EURO	-5%	(21.37)	(20.87)

#### **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(s) 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, 2021 and as at March 31, 2020 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 table below summarises the contractual maturity profile of the Group's financial liabilities based on contractual undiscounted payment:

	<b>On demand</b>	<b>Up to 1 year</b>	<b>2 - 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
<b>Year ended March 31, 2021</b>					
Borrowings	175.34	655.97	1,595.76	4,431.44	6,858.51
Other financial liabilities	-	356.69	22.35	-	379.04
Trade payables	-	1,581.99	-	-	1,581.99
<b>Total</b>	<b>175.34</b>	<b>2,594.65</b>	<b>1,618.11</b>	<b>4,431.44</b>	<b>8,819.54</b>
<b>Year ended March 31, 2020</b>					
Borrowings	8,843.85	3,451.23	841.77	-	13,136.85
Other financial liabilities	-	1,849.43	28.02	-	1,877.45
Trade payables	-	1,298.18	-	-	1,298.18
<b>Total</b>	<b>8,843.85</b>	<b>6,598.84</b>	<b>869.79</b>	<b>-</b>	<b>16,312.48</b>

**46. Disclosure required under Sec 186(4) of the Companies Act, 2013**

For details of investments made refer Note 11.

**47. 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, 2021 (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, 2021).

Net foreign exchange gain aggregating ₹ Nil (previous year: gain of ₹ 115.00 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 ₹ Nil (previous year: ₹131.21 Crore) have been amortised during the year.

**48. Other matters**

a. During the year all the operation and maintenance service contracts of Suzlon Wind Energy Corporation ('SWECO'), wholly owned step down subsidiary of the Company based in USA with customers have been terminated and accordingly SWECO has also substantially reduced its manpower strength. These factors indicate the existence of material uncertainty that may cast doubt on the SWECO's ability to continue as a going concern. Accordingly the assets and liabilities of the SWECO are adjusted and stated at values at which they are realisable and payable in the consolidated financial statements as at March 31, 2021.

Subsequently, on June 29, 2021, SWECO filed for voluntary bankruptcy liquidation under Chapter 7 of the US Bankruptcy Code. Accordingly, on loss of control, SWECO shall cease to be a subsidiary of the Suzlon Group with effect from June 29, 2021.

b. On June 29, 2021, the Board of Directors of the Company has, subject to customary due diligence, necessary approvals and execution of definitive documents, resolved to divest the Company's 75% stake in Suzlon Generators Limited, a joint venture of the Company, to Voith Turbo Private Limited or its associates. This event is a non-adjusting subsequent event, hence no impact is considered in the consolidated financial statements of the Company for the year ended March 31, 2021.

**49. 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.

	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Equity share capital	1,701.60	1,063.95
Other equity	(5,044.63)	(12,046.89)
<b>Total capital</b>	<b>(3,343.03)</b>	<b>(10,982.94)</b>

For and on behalf of the Board of Directors of  
Suzlon Energy Limited

Tulsi R. Tanti  
Chairman and Managing Director  
DIN : 00002283

Ashwani Kumar  
Group Chief Executive Officer

Vinod R. Tanti  
Whole Time Director and Chief Operating Officer  
DIN : 00002266

Geetanjali S. Vaidya  
Company Secretary  
Membership No.: A18026

Place: Pune  
Date: June 29, 2021

# Notice

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of Suzlon Energy Limited (the "Meeting") will be held on Friday, September 24, 2021 at 11.00 a.m. (IST) through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), to transact the following businesses:

## ORDINARY BUSINESS:

### 1. To adopt financial statements, etc. for the financial year 2020-21

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

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

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

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

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

## SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act"), M/S. D.C. Dave & Co., Cost Accountants (Firm Registration No.000611), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2021-22, be paid a remuneration of ₹ 5,00,000/- (Rupees Five Lacs Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses."

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

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

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

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

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

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

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

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

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

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

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune  
Date : June 29, 2021

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

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

#### Notes:

1. An Explanatory Statement pursuant to Section 102 of the Act in respect of the aforesaid items of Special Business is enclosed herewith.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 18, 2021 to Friday, September 24, 2021 (both days inclusive) for the purpose of the Meeting.
3. Profile of directors seeking appointment / re-appointment as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") is enclosed herewith.
4. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. The shareholders holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant and shareholders holding shares in physical form are required to submit their PAN to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ("Kfin"), Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Email: einward.ris@kfintech.com; Toll Free No.1-800-309-4001.
5. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered office and Corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)) to facilitate online inspection till the conclusion of the Meeting.
6. In view of continuing pandemic situation of COVID-19, the Ministry of Corporate Affairs ("MCA") has vide its Circular No.02/2021 dated January 13, 2021 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.20/2020 dated May 5, 2020 (collectively the "MCA Circulars") permitted holding of the annual general meeting through video conferencing / other audio visual means ("VC / OAVM") for the calendar year 2021. The Securities and Exchange Board of India (SEBI) has also vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively the "SEBI Circulars") permitted holding of AGM through VC / OAVM.
7. In compliance with the applicable provisions of the Act read with the MCA Circulars and SEBI Circulars, the Meeting is being conducted through VC / OAVM. KFin, the Company's Registrar and Share Transfer Agent will provide the facility for voting through remote e-voting, participating at the Meeting through VC / OAVM and e-voting during the Meeting. Accordingly, the members can attend the Meeting through login credentials provided to them to connect to the VC / OAVM. The attendance of shareholders (members' logins) attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In terms of Companies Act, 2013, a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since the Meeting is being held through VC / OAVM pursuant to the MCA / SEBI Circulars, physical attendance of the members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence the proxy forms, attendance slips and route map are not annexed to this Notice.
9. Corporate members intending to authorise their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorisation etc. authorising their representatives to attend and vote on their behalf by email to ravi@ravics.com and a copy be marked to evoting@kfintech.com with the subject line 'Suzlon Energy Limited'.
10. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Ahmedabad (Membership No.F2587 and Certificate of Practice No.2407), as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than forty eight hours after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)) and on KFin's weblink (<https://evoting.kfintech.com>).

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

11. In accordance with the provisions of the MCA and SEBI Circulars, the Notice along with the Annual Report comprising of Financial Statements, Board's Report, Auditors' Report and other documents are being sent through email only to members whose email IDs are registered with KFin and / or National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) and physical copies will not be sent.
12. The Notice and the Annual Report are available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)), the website of KFin (<https://evoting.kfintech.com>) and also on the website of the BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
13. Members who have still not registered their email IDs are requested to do so at the earliest as under:
  - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
  - Members holding shares in physical mode are requested to register their email ID with the Company or KFin, for receiving the Notice and Annual Report. Requests can be sent by email ([einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)) or by logging into [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).

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

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

14. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's Meeting.
- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.
15. Members may join the Meeting through laptops, smartphones, tablets or ipads for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.
- Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- Members will be required to grant access to the web-cam to enable two-way video conferencing.
16. Facility of joining the Meeting through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the Meeting. Members will be able to participate in the Meeting through VC / OAVM on a first-come-first-serve basis. Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis.
- Large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.
17. Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.
18. Members, holding shares as on the cut-off date i.e Friday, September 17, 2021 and who would like to speak or express their views or ask questions during the Meeting may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from Tuesday, September 21, 2021 (9:00 a.m. IST) up to Thursday, September 23, 2021 (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.
19. Alternatively, members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views /questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on Thursday, September 23, 2021. The shareholders may also send their questions by email to [investors@suzlon.com](mailto:investors@suzlon.com).
20. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com).

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

21. Members are requested to attend and participate at the ensuing Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting.
22. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall

prevail and vote at the Meeting shall be treated as invalid. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purpose only.

23. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Ganesh Chandra Patro, Senior Manager, KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) on KFin's toll free No.: 1-800-309-4001 for any further clarifications/technical assistance that may be required.
24. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is pleased to provide to members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means through e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). Remote e-voting is optional.
25. The remote e-voting period commences on **Tuesday, September 21, 2021 (9:00 a.m. IST)** and ends on **Thursday, September 23, 2021 (5:00 p.m. IST)**. During this period, members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, September 17, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
26. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
27. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
28. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP").
29. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
30. The process and manner for remote e-voting and joining and voting at the Meeting are explained below:  
 Step 1: Access to Depositories e-voting system in case of individual members holding shares in demat mode.  
 Step 2: Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.  
 Step 3: Access to join the Meeting on KFin system and to participate and vote thereat.

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

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

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>2. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.</li> <li>3. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</li> <li>4. Click on company name i.e. 'Suzlon Energy Limited' or e-voting service provider i.e. KFin.</li> <li>5. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting.</li> </ol> <p><b>Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>2. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>4. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open.</li> <li>5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>6. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>7. Click on company name i.e Suzlon Energy Limited or e-voting service provider name i.e KFin after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting.</li> <li>8. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

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

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

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

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

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

II) Login method for e-voting for members other than Individual members holding shares in demat mode and members holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFin which will include details of e-voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6093, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v) Members would need to login again with the new credentials.
- vi) On successful login, the system will prompt the member to select the “EVEN” i.e., ‘Suzlon Energy Limited - AGM’ and click on “Submit”

- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix) Voting has to be done for each item of the Notice separately. In case a member does not desire to cast their vote on any specific item, it will be treated as abstained.
  - x) A member may then cast their vote by selecting an appropriate option and click on "Submit".
  - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Annual Report, Notice of Meeting and e-voting instructions cannot be serviced, will have to follow the following process:
- i) Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of Meeting and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - ii) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Annual Report, Notice of the meeting and e-voting instructions along with the User ID and Password. In case of any queries, members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - iii) Alternatively, members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice and the e-voting instructions.
  - iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

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

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting.
  - i) Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin.
  - ii) After logging in, click on the Video Conference tab and select the EVEN of the Company.
  - iii) Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.
- IV) Other Instructions:
  - i) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting.
  - ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 17, 2021.
  - iii) Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. September 17, 2021 may obtain the User ID and Password in the manner as mentioned below:  
If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or MYEPWD<space>DP ID Client ID to +919212993399  
Example for NSDL: MYEPWD<SPACE> IN12345612345678  
Example for CDSL: MYEPWD<SPACE> 1402345612345678  
Example for Physical: MYEPWD<SPACE> 60931234567890  
If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iv) Members may call KFin toll free number 1-800-309-4001.
  - v) Members may send an email request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
  - vi) The procedure for e-voting during the Meeting is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting. E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.

31. KPRISM- Mobile service application by Kfin:

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

## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Act]

### **Agenda Item No.4: To approve remuneration of the Cost Auditors for the financial year 2021-22**

The Board of Directors has, at the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. D.C.Dave & Co., Cost Accountants (Firm Registration No.000611), to conduct the audit of the Cost Records of the Company for the financial year 2021-22. In terms of Section 148 and other applicable provisions, if any, of the Act and the Rules made thereunder, the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

The Board of Directors recommend passing of the Ordinary Resolution to approve remuneration of the Cost Auditors for the financial year 2021-22. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.4 of the accompanying Notice.

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

### **Agenda Item No.5: To vary the terms of convertible warrants issued by the Company to the lenders on preferential basis pursuant to restructuring of debt of the Company and its certain identified subsidiaries**

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

<b>Sr. No.</b>	<b>Name of Lender(s)</b>	<b>No. of Warrants of ₹ 2/- each allotted in part conversion of existing debt of the Lenders</b>
1.	State Bank of India	17,67,72,310
2.	Axis Bank Limited	113,88,792
3.	Bank of Baroda	4,95,25,905
4.	Bank of India	33,82,330
5.	Bank of Maharashtra	64,64,551
6.	Central Bank of India	2,05,85,731
7.	ICICI Bank Limited	1,28,86,354
8.	IDBI Bank Limited	6,43,43,128
9.	Indian Overseas Bank	3,75,99,737
10.	Punjab National Bank	3,99,70,490
11.	Union Bank of India	55,39,236
12.	Yes Bank Limited	48,92,427
13.	Life Insurance Corporation of India	1,58,31,634
14.	The Saraswat Co-operative Bank Limited	17,87,420
15.	Export Import Bank of India	53,10,495
16.	Power Finance Corporation Limited	4,23,07,899
<b>Total</b>		<b>49,85,88,439.</b>

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

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

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

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

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

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

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

Copies of documents relevant to this Resolution shall be open for inspection at the Registered office and Corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)) to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution. Further, the Promoters or Directors or Key Managerial Personnel of the Company do not have any shareholding interest exceeding 2% in the Warrant Holders.

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune  
Date : June 29, 2021

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

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

## ANNEXURE TO THE NOTICE

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

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

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

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

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

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

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

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

Sr. No.	Particulars	Details of Director
1.	Name of Director	Mr. Tulsi R.Tanti (DIN: 00002283)
2.	Age	63 years
3.	Qualifications	Bachelor degree in Commerce & Diploma in Mechanical Engineering
4.	Experience	More than 30 years' experience in the field of renewable energy sector
5.	Details of remuneration to be paid, if any	The details of remuneration drawn have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	April 10, 1995
7.	Shareholding in the Company	39,05,000 equity shares aggregating to 0.04% of the paid-up capital of the Company as on date of this Notice. He also holds shares in the capacity as karta of HUF and jointly with others.
8.	Relationship with other Directors / KMPs	Mr. Tulsi R.Tanti is brother of Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer and Mr. Girish R.Tanti, the non-executive director
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	Suzlon Energy Limited	Stakeholders Relationship Committee – Member Securities Issue Committee – Chairman CSR Committee – Chairman ESOP Committee – Chairman Risk Management Committee – Chairman

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**Registered Office:**

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