

SUZLON ENERGY LIMITED

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

To,
The Members,

Notice pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Section 192A of the Companies Act, 1956 (the "Companies Act") and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the "Rules") provide for passing of resolutions by postal ballot. In terms of said Section and the Rules, a listed company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution passed by means of postal ballot, instead of transacting the business in general meeting of the Company. Clause 5 of the Rules specifies the list of businesses in which resolutions shall be passed only through postal ballot.

The Board of Directors of the Company have proposed to obtain the consent of the shareholders for various matters as considered in the resolutions appended below. Thus in terms of Section 192A of the Companies Act read with the Rules as also to facilitate wider participation in the approval process by shareholders residing at different locations it is proposed to obtain their consent by way of postal ballot instead of convening a general meeting of the shareholders. The Resolutions are appended below and the Explanatory Statement pertaining to the said Resolutions setting out material facts and the reasons for the resolutions is also annexed.

You are requested to peruse the proposed Resolutions along with their Explanatory Statement and thereafter send your assent or dissent by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form duly completed, in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5.30 p.m.) on 11th April 2013. Your assent / dissent received after 11th April 2013 would be strictly treated as if a reply from you has not been received.

1. Authorisation for Restructuring of Debts:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to applicable provisions of the Companies Act, 1956, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, listing agreements entered into with stock exchanges on which the shares of the Company are listed, the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India ("RBI") and any other regulatory authority (including but not limited to Securities and Exchange Board of India ("SEBI")), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the "CDR EG"), RBI, Government of India, etc.), which may be agreed to by the Board of Directors (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 Company hereby confirms and approves the corporate debt restructuring package by and between the Company and the lenders of the Company ("CDR Lenders") that is governed by the Corporate Debt Restructuring Scheme issued by the RBI dated 27th August 2008 and the Corporate Debt Restructuring Guidelines formulated thereunder, which has been approved by the CDR EG on 31st December 2012, and communicated to the Company by the Corporate Debt Restructuring Cell ("CDR Cell") vide its letter of approval dated 23rd January 2013 ("CDR LOA"), and the Board and / or any person authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, negotiate, finalise and execute a master restructuring agreement between the Company and the CDR Lenders and other documents in pursuance of the CDR LOA and the master restructuring agreement, implement the CDR LOA and the master restructuring agreement, on the basis of the terms set out in the CDR LOA and the master restructuring agreement, as may be agreed between the respective parties, and execute the necessary documents for the same including, *inter alia*, issuance of equity shares or any other securities to persons in terms of the CDR LOA and the master restructuring agreement."

2. Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs.700,00,00,000/- (Rupees Seven Hundred Crores Only) divided into 350,00,00,000 (Three Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two Only) each to Rs.1,100,00,00,000/- (Rupees One Thousand One Hundred Crores Only) divided into 550,00,00,000 (Five Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two Only) each by creation of 200,00,00,000 (Two Hundred Crores) equity shares of Rs.2/- (Rupees Two Only) each in the Authorised Share Capital of the Company."

"RESOLVED FURTHER THAT pursuant to Section 97 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, the Director, Mr. Kirti J.Vagadia and Mr. Hemal A.Kanuga, the Authorised Representatives of the Company be and are hereby severally authorised to intimate the Registrar of Companies, Gujarat about such increase in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to enable the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company so that the existing Clause V of the Memorandum of Association of the Company reads as under:

V. The Authorised Share Capital of the Company is Rs.1,100,00,00,000/- (Rupees One Thousand One Hundred Crores Only) divided into 550,00,00,000 (Five Hundred Fifty Crores) Equity Shares of Rs.2/- (Rupees Two Only) each."

3. Issue of Equity Shares and / or Compulsorily Convertible Debentures on Preferential Basis on Conversion of the Funded Interest Term Loan to CDR Lenders:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock

exchanges, where the shares of the Company are listed, provisions of **Chapter VII – “Preferential Issue”** and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as **“ICDR Regulations”**), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors (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) and in terms of and furtherance of, the scheme of corporate debt restructuring (**“CDR Package”**) by and between the Company and the lenders of the Company (**“CDR Lenders”**) that is governed by the Corporate Debt Restructuring Scheme issued by the RBI dated 27th August 2008 and the Corporate Debt Restructuring Guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group (**“CDR EG”**) on 31st December 2012, and communicated to the Company by the Corporate Debt Restructuring Cell (**“CDR Cell”**) vide its letter of approval dated 23rd January 2013 (**“CDR LOA”**) and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and subject to the execution of a master restructuring agreement by and between the Company and the CDR Lenders, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, for an amount not exceeding Rs.1314,00,00,000/- (Rupees Thirteen Hundred Fourteen Crores Only) translating to about 70,96,00,000 (Seventy Crores Ninety Six Lacs) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price of Rs.18.51/- (Rupees Eighteen and Paise Fifty One Only) per share or such other price as determined in accordance with the ICDR Regulations and applicable law for reason of the change in the ‘relevant date’, and / or compulsorily convertible debentures for amount not exceeding Rs.1314,00,00,000/- (Rupees Thirteen Hundred Fourteen Crores Only) (**“CCDs”**), to the CDR Lenders, as may be agreed between the Company and the CDR Lenders, in consideration of: (i) Funded Interest Term Loan – I being the outstanding interest payable by the Company to CDR Lenders until the cut-off date, being 1st October 2012 (**“Cut-off Date”**); (ii) the Funded Interest Term Loan – II being the interest for the period of two (2) years from the Cut-off Date on the Rupee Term Loan and the Working Capital Term Loan, as and when the same accrues and is payable to the CDR Lenders, as per the master restructuring agreement; and (iii) the Funded Interest Term Loan – III being the interest for the period of six (6) months from the Cut-off Date on the Working Capital Fund Based Loan payable to the CDR Lenders (collectively **“Funded Interest Term Loans”**), whether they are members of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the ‘relevant date’ for determining the price for the equity shares and / or CCDs allotted to the CDR Lenders, will be 31st December 2012, being the date on which the Corporate Debt Restructuring Package of the Company was approved by the CDR EG and that in the event that a CDR Lender does not qualify as per Regulation 72(1)(b) and 72(2) of the ICDR Regulations, the ‘relevant date’ for the CCDs allotted to such CDR Lender will be a date which is 30 (Thirty) days prior to the Entitlement Date, in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT each of CCDs shall be compulsorily converted into equity shares of the Company having face value of Rs.2/- (Rupees Two Only) each on or after the respective dates on which the CDR Lenders become entitled to apply for the equity shares of the Company on the conversion of the CCDs (**“Entitlement Date”**), which shall not be later than the period specified in Regulation 75 of the ICDR Regulations, at the conversion price determined with reference to ‘relevant date’, in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT the Board / the Securities Issue Committee of the Board be and is hereby authorised to decide the allotment dates for each tranche, in consonance with the dates agreed between the CDR Lenders and the Company, and other terms of offer, issue and allotment of the aforesaid equity shares and / or CCDs provided that aforesaid equity shares to be allotted in terms of this resolution shall be made 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 equity shares and / or CCDs shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board / Securities Issue Committee be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted, or to be issued and allotted on the conversion of the CCDs and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, the Government of India, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and / or CCDs arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications 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 Members or otherwise with the intent that the Members 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 Committee of Directors to give effect to this resolution.”

4. Issue of Equity Shares and / or Compulsorily Convertible Debentures on Preferential Basis on conversion of the Funded Interest Term Loan to Non-CDR Lenders as on the date of this Notice:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of **Chapter VII – “Preferential Issue”** and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as **“ICDR Regulations”**), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, etc. and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors (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) and in terms of and furtherance of, the scheme of corporate debt restructuring

("CDR Package") by and between the Company and the lenders of the Company ("CDR Lenders") that is governed by the Corporate Debt Restructuring Scheme issued by the RBI dated 27th August 2008 and the Corporate Debt Restructuring Guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") on 31st December 2012, and communicated to the Company by the Corporate Debt Restructuring Cell ("CDR Cell") vide its letter of approval dated 23rd January 2013 ("CDR LOA") and any modifications to the terms thereof, subject to an agreement and the terms thereof between the Company and lenders of the Company who have not participated in the corporate debt restructuring of the Company as on the date of this Notice ("Non-CDR Lenders") for restructuring of their debts as per the CDR Package or on other terms as may be agreed between the parties, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, fully paid-up equity shares and / or compulsorily convertible debentures ("CCDs"), at a price determined in accordance with the ICDR Regulations and applicable law, for amount not exceeding Rs.231,70,00,000/- (Rupees Two Hundred Thirty One Crores Seventy Lacs Only), to the Non-CDR Lenders of the Company as may be agreed between the Company and the Non-CDR Lenders and in consideration of: (i) Funded Interest Term Loan – I being the outstanding interest payable by the Company to the Non-CDR Lenders until the cut-off date, being 1st October 2012 ("Cut-off Date"); (ii) the Funded Interest Term Loan – II being the interest for the period of two (2) years from the Cut-off Date on the Rupee Term Loan and the Working Capital Term Loan as and when the same accrues and is payable to the Non-CDR Lenders; and (iii) the Funded Interest Term Loan – III being the interest for the period of six (6) months from the Cut-off Date on the Working Capital Fund Based Loan payable to the Non-CDR Lenders (collectively "Non-CDR Funded Interest Term Loans"), whether they are members of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT in the event that the Non-CDR Lenders agree to restructure their debts in accordance with the CDR Package, the 'relevant date' for the equity shares and / or CCDs allotted to the Non-CDR Lenders, will be 31st December 2012, being the date on which the CDR Package of the Company was approved by the CDR EG and that in the event that the Non-CDR Lenders agree to restructure their debts outside the CDR Package, in terms as may be agreed between the Company and the Non-CDR Lenders, the 'relevant date' for the equity shares and / or CCDs allotted to the Non-CDR Lenders, will be 13th March 2013, being the date 30 (thirty) days prior to the date on which the results of this Postal Ballot is announced and that in the event that a Non-CDR Lender does not qualify as per Regulation 72(2) of the ICDR, whether it has opted for CDR Package or otherwise, the 'relevant date' for the CCDs allotted to such Non-CDR Lender will be a date which is 30 (Thirty) days prior to the Entitlement Date, in accordance with the ICDR Regulations."

"RESOLVED FURTHER THAT each of the CCDs shall be compulsorily converted into equity shares of the Company of the face value of Rs.2/- (Rupees Two Only) each on or after the respective dates on which the Non-CDR Lenders become entitled to apply for the equity shares of the Company on the conversion of the CCDs ("Entitlement Date") which shall not be later than the period specified in Regulation 75 of the ICDR Regulations, at the conversion price determined with reference to 'relevant date' as per the ICDR Regulations."

"RESOLVED FURTHER THAT the Board / the Securities Issue Committee of the Board be and is hereby authorised to decide the allotment dates (for each tranche, in consonance with the dates of the allotment agreed between the Non-CDR Lenders and the Company) and other terms of offer, issue and allotment of the aforesaid equity shares and / or CCDs provided that aforesaid equity shares to be allotted in terms of this resolution shall be made 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 equity shares and / or the CCDs shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board / Securities Issue Committee be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted or to be issued and allotted on the conversion of the CCDs, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by such statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, the Government of India, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications 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 Members or otherwise with the intent that the Members 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 Committee of Directors to give effect to this resolution."

5. Issue of Equity Shares on Preferential Basis for the sacrifice by IDBI Bank Limited:

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of **Chapter VII – "Preferential Issue"** or other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "**ICDR Regulations**"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company), 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 (hereinafter referred to as the "**Board**"), which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) and in furtherance of the scheme of corporate debt restructuring ("**CDR Package**") approved by the Corporate Debt Restructuring Empowered Group ("**CDR EG**") on 31st December 2012, and communicated to the Company by the Corporate Debt Restructuring Cell ("**CDR Cell**") vide its letter of approval dated 23rd January 2013 ("**CDR LOA**"), and subject to the execution of a master restructuring agreement by the Company and its Corporate Debt Restructuring Lenders ("**CDR Lenders**"), and pursuant to the exercise by IDBI Bank Limited ("**IDBI**") of its option granted under the CDR Package to convert IDBI's sacrifice of the first three year from the Cut-off date, i.e., 1st October 2012 ("**IDBI Sacrifice**"), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot up to 7,41,00,000 (Seven Crores Forty One Lacs) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price of Rs.18.51/- (Rupees Eighteen and Paise Fifty One Only) per equity share to IDBI in consideration of IDBI restructuring the debts of the Company and executing a master restructuring agreement for same, and IDBI's Sacrifice, which is estimated to

be a the sum of Rs.137,00,00,000/- (Rupees One Hundred Thirty Seven Crores Only), calculated on the basis of the net present value of IDBI's first three years' Sacrifice (as per the CDR Guidelines) and which will be determined at the end of the period of three (3) years from the Cut-Off Date, whether IDBI is a member of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may in its absolute discretion think fit and since the actual amount of IDBI's first three years' Sacrifice not being known on the relevant date, the consent of the Company be and is hereby accorded to the Board to carry out any adjustment for any excess of the estimated value over the actual value of the IDBI's first three years' Sacrifice, at the end of the three (3) year period from the Cut-Off Date or at any other time thereafter up to the exit of the Company from the CDR Package, as per the master restructuring agreement."

"RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "relevant date", for determining the price of the equity shares being allotted to IDBI, on a preferential basis, is 31st December 2012, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG."

"RESOLVED FURTHER THAT the Board / Securities Issue Committee be and is hereby authorised to decide the other terms of offer, issue and allotment of the aforesaid equity shares provided that aforesaid equity shares to be allotted in terms of this resolution shall be made 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 that may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board / Securities Issue Committee be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, the RBI, the Government of India, etc.) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications 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 Members or otherwise with the intent that the Members 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 Committee of Directors to give effect to this resolution."

6. Issue of Equity Shares and / or Compulsorily Convertible Debentures, on Preferential Basis, to the Promoters:

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of **Chapter VII – "Preferential Issue"** and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "**ICDR Regulations**"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.) and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors (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) and in terms of and furtherance to, the scheme of corporate debt restructuring ("**CDR Package**") by and between the Company and the lenders of the Company ("**CDR Lenders**") that is governed by the Corporate Debt Restructuring Scheme issued by the RBI dated 27th August 2008 and the Corporate Debt Restructuring Guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group ("**CDR EG**") on 31st December 2012, and communicated to the Company by the Corporate Debt Restructuring Cell ("**CDR Cell**") vide its letter of approval dated 23rd January 2013 ("**CDR LOA**") and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and subject to the execution of a master restructuring agreement by and between the Company and its CDR Lenders, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, fully paid-up equity shares, at a price determined in accordance with the ICDR Regulations and / or compulsorily convertible debentures ("**CCDs**"), at a price determined in accordance with the ICDR Regulations and applicable law, not exceeding Rs.377,00,00,000/- (Rupees Three Hundred Seventy Seven Crores Only) to the Promoters (body corporate, companies, trusts, overseas corporate bodies, individuals, etc.) of the Company being Tanti Holdings Private Limited or its / Promoters' affiliates as may be permitted by the CDR Package, in consideration of (a) conversion of unsecured loan of Rs.145,00,00,000/- (Rupees One Hundred Forty Five Crores Only) given by the Promoters to the Company forming a part of the CDR Package; (b) conversion of unsecured loan of Rs.103,00,00,000/- (Rupees One Hundred Three Crores Only) given by the Promoters to the Company forming a part of the promoter contribution under the CDR Package; and (c) up to Rs.129,00,00,000/- (Rupees One Hundred Twenty Nine Crores Only) to be brought in by the Promoters as promoter contribution, from time to time, as per the CDR Package and also for any other amount as may be brought in or procured by the Promoters, in accordance with their obligations under the CDR Package, whether they are members of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT each CCDs shall be compulsorily converted into equity shares of the Company of the face value of Rs.2/- (Rupees Two Only) each on or after the respective dates on which the Promoters become entitled to apply for the equity shares of the Company on the conversion of the CCDs ("**Entitlement Date**"), which shall not be later than the period specified in Regulation 75 of the ICDR Regulations, at the conversion price determined with reference to the "relevant date", which shall be a date 30 (Thirty) days prior to the Entitlement Date in accordance with the ICDR Regulations or subject to regulatory approval, 31st December 2012, being the date on which the CDR Package was approved by the CDR EG, as elected by the Promoters and subject to the receipt of regulatory approvals, the 'relevant date' for equity shares, if any, allotted to the Promoters will be 31st December 2012, being the date on which the CDR Package was approved by the CDR EG."

"RESOLVED FURTHER THAT the Board / the Securities Issue Committee of the Board be and is hereby authorised to decide the allotment dates in consonance with the provision of the ICDR Regulations, the dates of the allotment agreed between the CDR Lenders, Promoters and the Company for the equity shares and / or CCDs issued to the Promoters, other terms of offer, issue and allotment of the aforesaid equity shares provided that aforesaid equity shares to be allotted in terms of this resolution shall be made 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 equity shares and / or the CCDs shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board / Securities Issue Committee be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted or to be issued and allotted on the conversion of the CCDs, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, the Government of India, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and / or CCDs arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications 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 Members or otherwise with the intent that the Members 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 Committee of Directors to give effect to this resolution.”

7. Issue of Equity Shares and / or Compulsorily Convertible Debentures, on Preferential Basis, to Samimeru Windfarms Private Limited:

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of **Chapter VII – “Preferential Issue”** and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as **“ICDR Regulations”**), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.) and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors (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) and in terms of and furtherance of, the scheme of corporate debt restructuring (**“CDR Package”**) by and between the Company and the lenders of the Company (**“CDR Lenders”**) that is governed by the Corporate Debt Restructuring Scheme issued by the RBI dated 27th August 2008 and the Corporate Debt Restructuring Guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group (**“CDR EG”**) on 31st December 2012, and communicated to the Company by the Corporate Debt Restructuring Cell (**“CDR Cell”**) vide its letter of approval dated 23rd January 2013 (**“CDR LOA”**) and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and subject to the execution of the master restructuring agreement by and between the Company and its CDR Lenders, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, fully paid-up equity shares and / or compulsorily convertible debentures (**“CCDs”**), at a price determined in accordance with the ICDR Regulations and applicable law, not exceeding Rs.22,00,00,000/- (Rupees Twenty Two Crores Only) to Samimeru Windfarms Private Limited in consideration of conversion of unsecured loan of Rs.22,00,00,000/- (Rupees Twenty Two Crores Only) as given by Samimeru Windfarms Private Limited to the Company forming part of the promoter contribution under the CDR Package and in respect of any further contribution that may be made by Samimeru Windfarms Private Limited as per the terms of the master restructuring agreement; whether it is member of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT each CCDs shall be compulsorily converted into equity shares of the Company of the face value of Rs.2/- (Rupees Two Only) each on or after the respective dates on which Samimeru Windfarms Private Limited became entitled to apply for the equity shares on conversion of the CCDs (**“Entitlement Date”**), which shall not be later than the period specified in Regulation 75 of the ICDR Regulations, at the conversion price determined with reference to “relevant date”, which shall be a date 30 (Thirty) days prior to the Entitlement Date in accordance with the ICDR Regulations or subject to regulatory approval, 31st December 2012, being the date on which CDR Package was approved by the CDR EG, as elected by Samimeru Windfarms Private Limited subject to the receipt of regulatory approvals, the ‘relevant date’ for equity shares, if any, allotted to Samimeru Windfarms Private Limited will be 31st December 2012, being the date on which the CDR Package was approved by the CDR EG.”

“RESOLVED FURTHER THAT the Board / the Securities Issue Committee of the Board be and is hereby authorised to decide the allotment dates in consonance with the provision of the ICDR Regulations, the dates of the allotment agreed between the CDR Lenders, Promoters and the Company, other terms of offer, issue and allotment of the aforesaid equity shares and / or CCDs provided that aforesaid equity shares to be allotted in terms of this resolution shall be made 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 equity shares and / or CCDs shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board / Securities Issue Committee be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted or to be issued and allotted on the conversion of the CCDs, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, the Government of India, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications 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 Members or otherwise with the intent that the Members 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 Committee of Directors to give effect to this resolution.”

8. Alteration in the Object Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 16, 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to necessary

approvals and permissions, if any and to the extent required of such departments and offices of the Central Government and / or such other statutory / nodal authorities, the Object Clause of the Memorandum of Association of the Company be and the same is hereby amended by adding the following new Clause 58 after the existing Clause 57 in the Other Object Clause of the Object Clause of the Memorandum of Association of the Company:

58. To organise, undertake, layout, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model, on behalf of clients as well as on its own in connection with any infrastructure development including but not limiting to civil construction, electrical, laying of evacuation and transmission facility, erection, installation & commissioning of windmills, power plants, wind power projects, solar power projects, renewable and green energy projects, power supply works or any other structural or architectural work of any kind whatsoever and to engage in operation and maintenance of conventional and non-conventional power projects including distributing, transferring, preserving, mixing, supplying, contracting, consulting, importing, exporting, buying, selling, assembling, hiring, repairing, dealing, distributing, stocking, trading, broking, representing, collaborating, managing, maintaining, leasing, renting, servicing, dealing in all kind and type, nature and description of power projects, power sources, equipments and infrastructure.”

“**RESOLVED FURTHER THAT** Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, the Director, Mr. Kirti J.Vagadia and Mr. Hemal A.Kanuga, the Authorised Representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and sign forms, declarations, letters and such other papers as may be necessary, desirable and expedient for giving effect to the amendment to the Object Clause of the Memorandum of Association of the Company and for effective commencement of the new business as stated in the amended Other Object Clause of the Memorandum of Association of the Company.”

9. Authority to engage in business as stated in the Other Object Clause of the Object Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 and such other necessary approvals and confirmations, if any and to the extent required, the Company do undertake the business pertaining to infrastructure development and operation & maintenance of power projects as more particularly described at Clause 58 of the Other Object Clause of the Object Clause of the Memorandum of Association of the Company and that Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, the Director, Mr. Kirti J.Vagadia and Mr. Hemal A.Kanuga, the Authorised Representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and sign declarations, letters and such other papers as may be necessary, desirable and expedient for undertaking of the business as stated at Clause 58 of the Other Object Clause of the Object Clause of the Memorandum of Association of the Company.”

10. Approval for sale of undertaking(s) of the Company:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of all other concerned authorities and departments, person or persons, if and to the extent necessary and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company for selling and / or disposing off and / or giving on lease one or more or all of the following undertakings of the Company and one or more or all of the parts of the following undertakings on a going concern basis or otherwise:

- (a) Blade Testing Unit situate at Baroda;
- (b) Transformer Manufacturing Unit situate at Baroda;
- (c) Mould Manufacturing Unit situate at Baroda;
- (d) Pondicherry Manufacturing Unit situate at Pondicherry; and / or
- (e) Blade Manufacturing Facility at Dhule.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including but not limiting to identifying and deciding the undertaking(s) that be disposed off, identifying the buyers, other incidental and ancillary activities thereto, negotiating and finalising the terms of sale, negotiating, finalising and executing asset purchase agreements, by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, side-agreements, side-letters, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed in the matter of sale of assets of the Company.”

11. Issue of Equity Shares on Preferential Basis to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia:

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of **Chapter VII – “Preferential Issue”** or other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as “**ICDR Regulations**”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company), 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 (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), subject to a share purchase agreement between the Company, Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia, if any, and fulfilment of the terms and conditions thereunder, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot: (i) fully paid-up equity shares of the Company to Kalthia Investment Private Limited for amount not exceeding Rs.12,75,08,615/- (Rupees Twelve Crores Seventy Five Lacs Eight Thousand Six Hundred Fifteen Only) in consideration of 46,30,000 (Forty Six Lacs Thirty Thousand) fully paid up equity shares of Suzlon Structures Limited (“**SSL**”) and 29,700 (Twenty Nine Thousand Seven Hundred) preference shares of SSL; (ii) fully paid-up equity shares of the Company to Mr. Kalpesh R.Kalthia for amount not exceeding Rs.1,29,398/- (Rupees One Lac Twenty Nine Thousand Three Hundred Ninety Eight Only) in consideration of 5,000 (Five Thousand) fully paid up equity shares of SSL; (iii) fully paid-up equity shares of the Company to Mrs. Anu Kalthia for amount not exceeding Rs.53,49,306/- (Rupees Fifty Three Lacs Forty Nine Thousand Three Hundred Six Only) in consideration of 2,06,700 (Two Lacs Six

Thousand Seven Hundred) fully paid up equity shares of SSL; (iv) fully paid-up equity shares of the Company to Mrs. Ritu Kalthia for amount not exceeding Rs.5,70,12,681/- (Rupees Five Crores Seventy Lacs Twelve Thousand Six Hundred Eighty One Only) in consideration of 2,20,300 (Two Lacs Twenty Thousand Three Hundred) preference shares of SSL, whether they are members of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT** in accordance with Regulation 71(a) of the ICDR Regulations, the “relevant date”, for determining the price of the equity shares being allotted to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia, on a preferential basis, is 13th March 2013, being the date which is 30 (thirty) days prior to the date when the results of this postal ballot are announced.”

“**RESOLVED FURTHER THAT** the Board / Securities Issue Committee be and is hereby authorised to decide the other terms of offer, issue and allotment of the aforesaid equity shares provided that aforesaid equity shares to be allotted in terms of this resolution shall be made 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 that may be prescribed under the ICDR Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), the Board / Securities Issue Committee be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, the RBI, the Government of India, etc.) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications 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 Members or otherwise with the intent that the Members 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 Committee of Directors to give effect to this resolution.”

By Order of the Board
For Suzlon Energy Limited

Hemal A.Kanuga,
Company Secretary.

Registered Office:

“Suzlon”, 5, Shramali Society,
Near Shri Krishna Complex,
Navrangpura,
Ahmedabad-380009.
Place : Ahmedabad
Dated : 8th March 2013.

Notes:

1. The Explanatory Statement pursuant to Section 173(2) and Section 192A of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 1st March 2013.
3. The Company has appointed Mr. S.ANAND SS RAO, Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the result of the postal ballot will be displayed at the registered office of the Company on 12th April 2013. The results of the postal ballot will also be posted on the Company’s website www.suzlon.com besides communicating to the stock exchanges on which the shares of the Company are listed.
4. Pursuant to Circular No.CIR/CFD/DIL/6/2012 dated 13th July 2012 of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating e-voting to enable shareholders to cast their votes electronically instead of physical mode. E-voting is optional for shareholders. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download Postal Ballot Form from <http://www.evoting.nsdl.com> or <http://www.suzlon.com>.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders’ receiving e-mail from NSDL:

- (i) For Members whose email address have been registered: open the attached PDF file “Suzlon Energy – voting.pdf” giving your Client Id (in case you are holding share in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your “User Id” and “Password for e-voting”. For Members who have not registered their email ids: please refer to the user id and password printed on the Postal Ballot Form.
- (ii) Please note that the password is an initial password.
- (iii) Open internet browser by typing the URL: <http://www.evoting.nsdl.com>.
- (iv) Click on “Shareholders Login”.
- (v) Put User Id and password as initial password noted in step (1) above and Login.
- (vi) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
- (vii) Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- (viii) Home page of “e-voting” opens. Click on “e-voting – Active Voting Cycles”.
- (ix) Select “EVENT” of Suzlon Energy Limited.
- (x) Now you are ready for “e-voting” as “Cast Vote” page opens. Voting period commences on and from 13th March 2013 and ends on 11th April 2013 (5.30 p.m.).

- (xi) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email on anandssrao@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xiii) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- (xiv) In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link URL: <http://www.evoting.nsdl.com> or www.suzlon.com or by obtaining duplicate Form from the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, unit: Suzlon Energy Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081.
- (xv) The date of declaration of results of the postal ballot, i.e. 12th April 2013, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below / at the bottom of the Postal Ballot Form.

| EVEN (E Voting Event Number) | USER ID | PASSWORD / PIN |
|---------------------------------|---------|----------------|
| | | |

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholder and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.
 - (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.suzlon.com or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, unit: Suzlon Energy Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081, fill in the details and send the same to the Scrutinizer.
 6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
 8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 1st March 2013.
 9. The voting period ends on the close of 11th April 2013 (5.30 p.m.). The e-voting module shall also be disabled by NSDL for voting thereafter.
 10. The Scrutinizer will submit his report to the Managing Director or any Director or the Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the registered office of the Company situate at "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009 on 12th April 2013. The result of the Postal Ballot will also be posted on the Company's website www.suzlon.com and communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
 11. As required by Rule 3(c) of the Companies (passing of the resolution by postal ballot) Rules 2011, details of despatch of Notice and Postal Ballot Paper to the shareholders will be published in at least one (1) English and one (1) vernacular language newspaper circulating in Gujarat. The result of the Postal Ballot will also be displayed at website of the Company – www.suzlon.com.
 12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

Annexure to the Notice

Explanatory Statement Pursuant to Sections 173 and 192A of the Companies Act, 1956

Item No.1:

The operations of the Company came under strain due to various external factors pertaining to the economy and industry, including adverse market conditions and liquidity constraints. As a result, the ability of the Company to meet its repayment obligations / liabilities under the various facilities availed by it were adversely affected and therefore the Company made a reference to corporate debt restructuring (“CDR”) cell on 29th October 2012 for restructuring the Company’s debts through CDR mechanism. After considering the proposal, the final restructuring package (“CDR Package”) was approved by CDR Empowered Group (“CDR EG”) on 31st December 2012 and was communicated to the Company by the Corporate Debt Restructuring Cell *vide* its letter of approval dated 23rd January 2013, as may be modified from time to time (“CDR LOA”).

The Special Resolution, as provided in Item No.1, proposed to be passed by the shareholders of the Company, shall be deemed to be an authorisation by the shareholders of the Company of the CDR Package, as may be finalised in relation to the Company, in terms of Regulation 10 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No.1 of the accompanying notice.

Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti, the Directors of the Company may be deemed to be indirectly concerned or interested in passing of the Special Resolution to the extent the equity shares or other securities are being allotted on preferential basis to the Promoter Group, in accordance with the terms of the CDR Package of the Company contained in the CDR LOA and approved by the CDR EG. Except Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti and to the extent indicated, none of the Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item No.2:

The Authorised Share Capital of the Company at present is Rs.700,00,00,000/- (Rupees Seven Hundred Crores Only) divided into 350,00,00,000 (Three Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two Only) each. In view of (a) the proposed preferential allotments to the CDR / Non-CDR Lenders in terms of the approved CDR Package and this Notice, (b) need for the Promoters to convert their outstanding loan to capital in terms of stipulation of the CDR Lenders of the Company, (c) need for Promoters to bring-in further capital as Promoter Contribution under the terms of the approved CDR Package, (d) proposed preferential allotments to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia in lieu of the shares held by them in Suzlon Structures Limited, a subsidiary of the Company, (e) possible conversion of outstanding Foreign Currency Convertible Bonds issued by the Company, and (f) to meet any other future eventualities, it is considered necessary to increase the authorised share capital of the Company.

As a consequence of the above, it is necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Section 94 of the Companies Act, 1956, the increase in the Authorised Share Capital and alteration of the Memorandum of Association of the Company require the consent of the shareholders.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No.2 of the accompanying notice.

Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti, the Directors of the Company may be deemed to be concerned or interested in passing of the Ordinary Resolution to the extent the equity shares or other securities are being allotted on preferential basis to Promoter Group, in accordance with the terms of the CDR Package of the Company contained in the CDR LOA and approved by CDR EG. Except Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti and to the extent indicated, none of the Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item Nos.3, 4 and 5:

The CDR LOA provides that the outstanding interest payable by the Company to its Corporate Debt Restructuring Lenders (“CDR Lenders”) until the cut-off date, being 1st October 2012 (“Cut-off Date”), is to be converted into the Funded Interest Term Loan – I (“FITL-I”). Further, the CDR LOA provides that (i) the interest for the period of two (2) years from the Cut-off Date on the Rupee Term Loan and the Working Capital Term Loan is to be converted into the Funded Interest Term Loan – II (“FITL-II”); and (ii) the interest for the period of six (6) months from the Cut-off Date on the Working Capital Fund Based Loan is to be converted into the Funded Interest Term Loan – III (“FITL-III”). FITL-I, FITL-II and FITL-III are hereinafter together referred to as the “Funded Interest Term Loan”. The outstanding amount of FITL-II may be reduced based on the actual accruals of FITL-II.

The Board / Securities Issue Committee shall issue and allot equity shares and / or compulsorily convertible debentures (“CCDs”) in consideration of the FITL-I, FITL-II and FITL-III on such terms and such other dates as may be mutually agreed between the Company and the CDR Lenders in the master restructuring agreement, subject to the actual accrual of the FITL-II and the FITL-III.

Further, the CDR LOA provides that the CDR Lenders of the Company, with the approval of the CDR EG, have the right to recompense amount of the reliefs / sacrifices / waivers extended by the respective CDR Lenders as per the CDR Guidelines. The Company is required to pay the recompense amount to the CDR Lenders in accordance with the CDR Guidelines. The CDR LOA provides that the CDR Lenders have an option to convert the sacrifice for the first three (3) years into equity shares of the Company. IDBI Bank Limited (“IDBI”) *vide* its sanction letter dated 5th February 2013 seeks to exercise its option to convert the first three (3) years of its sacrifice (“IDBI Sacrifice”) into the equity share of the Company.

The Board intends to offer, issue and allot up to 7,41,00,000 (Seven Crores Forty One Lacs) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price of Rs.18.51/- (Rupees Eighteen and Paise Fifty One Only) per share to IDBI in consideration of IDBI restructuring the debts of the Company and executing a master restructuring agreement for the same and IDBI’s Sacrifice. Since the actual amount of IDBI’s first three years’ Sacrifice not being known on the relevant date, IDBI’s first three years’ Sacrifice is estimated to be the sum of Rs.137,00,00,000/- (Rupees One Hundred Thirty Seven Crores Only) and is calculated on the basis of the net present value of IDBI’s first three years’ Sacrifice (as per the CDR Guidelines) and will be determined at the end of the period of three (3) years from the Cut-Off Date, being 1st October 2012. Any excess of the estimated value over the actual amount of IDBI’s first three years’ Sacrifice so determined will be adjusted, at the end of the three (3) year period from the Cut-off Date or at any other time thereafter up to the exit of the Company from the CDR Package, by a suitable mechanism as agreed between the Company and IDBI in the as per the master restructuring agreement.

Further, the CDR LOA provides for allotments to the lenders who are not part of the corporate debt restructuring scheme of the Company as on the date of this Notice (“Non-CDR Lenders”). However, based on the agreement to restructure the debts of the Company with such lenders, the Company shall issue equity shares and / or CCDs to such lenders.

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of **Chapter VII – “Preferential Issue”** of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”), as amended from time to time:

a. The object of the preferential issue:

The object of the issue is to comply with the CDR Package of the Company by allotment (i) of equity shares and / or CCDs of the Company for conversion of the Funded Interest Term Loan due to CDR Lenders; (ii) of equity shares of the Company for IDBI's Sacrifice, pursuant to the exercise of option by IDBI as envisaged in the CDR LOA; and (iii) of equity shares and / or CCDs of the Company to the Non-CDR Lenders for restructuring the debts of the Company. The details of the Funded Interest Term Loan which is payable to the CDR Lenders of the Company is set out below:

| NAME OF CDR LENDER | FITL I (Rs. In Crores) | FITL II (Rs. In Crores) (up to) | FITL III (Rs. In Crores) (up to) |
|---------------------------------------|------------------------|---------------------------------|----------------------------------|
| State Bank of India | 6.16 | 196.25 | 37.87 |
| Axis Bank Limited | 1.21 | 24.75 | 12.3 |
| Bank of Baroda | 7.52 | 82.63 | 7.89 |
| Bank of India | 0.31 | 7.89 | 1.38 |
| Bank of Maharashtra | 0 | 25.54 | 4.02 |
| Central Bank of India | 9.23 | 54.88 | 6.7 |
| Corporation Bank | 0.68 | 7.55 | 1.14 |
| Dena Bank | 0.95 | 15.04 | 0 |
| Export-Import Bank of India | 4.32 | 41.2 | 0 |
| ICICI Bank Limited | 1.22 | 14.88 | 10.13 |
| IDBI Bank Limited | 35.04 | 215.33 | 16.44 |
| Indian Overseas Bank | 0.99 | 86.94 | 10.58 |
| Life Insurance Corporation | 33.84 | 127.99 | 0 |
| Oriental Bank of Commerce | 1.32 | 8.37 | 7.26 |
| Punjab National Bank | 9.94 | 90.26 | 11.92 |
| The Saraswat Cooperative Bank Limited | 0.04 | 10.3 | 0 |
| State Bank of Bikaner & Jaipur | 0 | 21.46 | 4.31 |
| State Bank of Patiala | 0 | 16.3 | 10.7 |
| Union Bank of India | 0.02 | 8.82 | 1.48 |
| Total CDR lenders | 112.79 | 1056.38 | 144.12 |
| Grand Total (rounded off) | | | 1314 |

The details of the Funded Interest Term Loan which is payable to the Non-CDR Lenders of the Company, as provided in the CDR LOA, is set out below:

| NAME OF NON CDR LENDER | FITL I (Rs. In Crores) | FITL II (Rs. In Crores) (up to) | FITL III (Rs. In Crores) (up to) |
|----------------------------------|------------------------|---------------------------------|----------------------------------|
| Power Finance Corporation | 10.75 | 204.6 | 0 |
| Yes Bank Limited | 1.08 | 11.03 | 4.14 |
| Total | 11.83 | 215.63 | 4.14 |
| Grand Total (rounded-off) | | | 231.7 |

b. The proposal of the Promoters, Directors and key Management persons of the Company to subscribe to the proposed preferential offer:

None of the promoters, directors or key management persons intends to subscribe to the proposed preferential offer.

c. The Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Postal Ballot Notice is provided hereunder:

| Sr. No. | Category | Pre-Issue as of 1 st March 2013 | | Post-Issue* | |
|---------|--------------------------------|--|--------------|------------------|--------------|
| | | Number of shares | % of Capital | Number of shares | % of Capital |
| A | Promoter & Promoter Group | 79,02,91,588 | 44.46 | 99,39,65,278 | 34.14 |
| B | Public Shareholding | | | | |
| 1 | Institutions | | | | |
| | Financial Institutions / Banks | 1,39,45,279 | 0.78 | 83,51,55,436 | 28.68 |
| | Insurance Companies | 1,39,35,731 | 0.78 | 10,13,64,148 | 3.48 |
| | Others | 15,57,27,829 | 8.76 | 15,57,27,829 | 5.35 |
| | Sub-Total | 18,36,08,839 | 10.33 | 1,09,22,47,413 | 37.51 |

| Sr. No. | Category | Pre-Issue as of 1 st March 2013 | | Post-Issue* | |
|---------|---------------------------|--|---------------|-----------------------|---------------|
| | | Number of shares | % of Capital | Number of shares | % of Capital |
| 2 | Non-Institutions | | | | |
| | Bodies Corporate | 10,53,43,083 | 5.93 | 12,41,17,184 | 4.26 |
| | Individuals | 47,21,44,805 | 26.56 | 47,55,20,893 | 16.33 |
| | Others | 22,22,27,092 | 12.50 | 22,22,27,092 | 7.63 |
| | Sub-Total | 79,97,14,980 | 44.99 | 82,18,65,169 | 28.23 |
| | Total Public Shareholding | 98,33,23,819 | 55.32 | 1,91,41,12,582 | 65.74 |
| C | GDRs | 37,50,240 | 0.21 | 37,50,240 | 0.13 |
| | GRAND TOTAL | 1,77,73,65,647 | 100.00 | 2,91,18,28,100 | 100.00 |

*Note: (1) The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.

(2) The 'relevant date' for the determination of the price of the equity shares has been considered to be 31st December 2012 for all resolutions, being the date on which the CDR EG approved the CDR Package of the Company. Depending upon the determination of the 'relevant date', as per the ICDR Regulations, the number of shares allotted and consequently the post-issue capital may stand altered.

(3) The 'relevant date' for the proposed preferential allotment under Item No.11 of this Postal Ballot Notice, being the preferential allotment to Kalthia Investment Private Limited, Mr. Kalpesh R. Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia is 13th March 2013, which is a date after the date of this Postal Ballot Notice and consequently the post-issue capital is subject to alterations.

(4) The FITL-II is based on actual accruals and may stand reduced.

(5) The post-issue capital is subject to alterations due to the conversion of the existing convertible securities issued by the Company including employee stock options (ESOPs) and foreign currency convertible bonds (FCCBs).

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares and / or CCDs of the Company.

d. Proposed time within which the preferential issue shall be completed:

The Company will issue and allot equity shares and / or CCDs to the CDR Lenders, the Non-CDR Lenders and IDBI within the time limit specified under the ICDR Regulations.

e. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Details of the proposed allottees:

| Sr. No. | Proposed Allottee | Pre-Issue as of 1 st March 2013 | | Post-Issue* | |
|---------|---------------------------------------|--|--------------|---------------------|--------------|
| | | Number of shares | % of Capital | Number of shares | % of Capital |
| 1. | State Bank of India | - | - | 12,98,10,913 | 4.46 |
| 2. | Axis Bank Limited | 29,92,848 | 0.17 | 2,36,62,756 | 0.81 |
| 3. | Bank of Baroda | 5,50,000 | 0.03 | 5,35,15,964 | 1.84 |
| 4. | Bank of India | - | - | 51,75,581 | 0.18 |
| 5. | Bank of Maharashtra | - | - | 1,59,69,746 | 0.55 |
| 6. | Central Bank of India | 11,16,000 | 0.06 | 3,93,70,997 | 1.35 |
| 7. | Corporation Bank | 85,126 | 0.00 | 51,47,255 | 0.18 |
| 8. | Dena Bank | - | - | 86,38,574 | 0.30 |
| 9. | Export Import Bank of India | - | - | 2,45,92,112 | 0.84 |
| 10. | ICICI Bank Limited | 18,06,989 | 0.10 | 1,59,77,708 | 0.55 |
| 11. | IDBI Bank Limited | 13,69,895 | 0.08 | 21,95,27,648 | 7.54 |
| 12. | Indian Overseas Bank | 1,34,500 | 0.01 | 5,33,54,381 | 1.83 |
| 13. | Life Insurance Corporation | 1,36,35,731 | 0.77 | 10,10,64,148 | 3.47 |
| 14. | Oriental Bank of Commerce | 1,50,000 | 0.01 | 93,07,212 | 0.32 |
| 15. | Punjab National Bank | 36,72,710 | 0.21 | 6,42,45,373 | 2.21 |
| 16. | The Saraswat Cooperative Bank Limited | - | - | 55,86,170 | 0.19 |
| 17. | State Bank of Bikaner & Jaipur | 30,000 | 0.00 | 1,39,52,204 | 0.48 |
| 18. | State Bank of Patiala | - | - | 1,45,86,710 | 0.50 |
| 19. | Union Bank of India | 4,19,616 | 0.02 | 59,94,981 | 0.21 |
| 20. | Power Finance Corporation | - | - | 11,63,42,518 | 4.00 |
| 21. | Yes Bank Limited | - | - | 87,79,038 | 0.30 |
| | TOTAL | 2,59,63,415 | 1.46 | 93,46,01,989 | 32.10 |

*Note:

- (1) *The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.*
- (2) *The 'relevant date' for the determination of the price of the equity shares has been considered to be 31st December 2012 for all resolutions, being the date on which the CDR EG approved the CDR Package of the Company. Depending upon the determination of the 'relevant date', as per the ICDR Regulations, the number of shares allotted and consequently the post-issue capital may stand altered.*
- (3) *The 'relevant date' for the proposed preferential allotment under Item No.11 of this Postal Ballot Notice, being the preferential allotment to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia is 13th March 2013, which is a date after the date of this Postal Ballot Notice and consequently the post-issue capital is subject to alterations.*
- (4) *The post-issue capital is subject to alterations due to the conversion of the existing convertible securities issued by the Company including employee stock options (ESOPs) and foreign currency convertible bonds (FCCBs).*

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

f. Undertaking to Recomputed Price:

The same is not applicable in the present case.

g. Undertaking to put under Lock-In till the Re-Computed Price is Paid:

The same is not applicable in the present case.

h. Certificate from Statutory Auditors:

M/s. SNK & Co., Chartered Accountants have certified that the issue of the securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

i. Relevant Date:

As per the terms of the CDR Package, the lenders of the Company have a right for the purpose of Item No.3 and 4 to be allotted equity shares and / or CCDs. The 'relevant date' for any allotments of equity shares and / or CCDs contemplated under Item Nos.3, 4 and 5 pursuant to the CDR Package, will be 31st December 2012, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG. The 'relevant date' for any allotments of equity shares and / or CCDs under Item No.4 outside the CDR Package, will be 13th March 2013, being a date which is 30 (Thirty) days prior to the date of announcement of results of this Postal Ballot Notice. In the event that a CDR Lender or a Non-CDR Lender, does not qualify as per Regulation 72(2) of the ICDR, the 'relevant date' for the CCDs allotted to such CDR Lender and / or Non-CDR Lender will be a date which is 30 (Thirty) days prior to the Entitlement Date, in accordance with the ICDR Regulations.

j. Lock-in Period:

The securities allotted to the CDR Lenders, Non-CDR Lenders and IDBI shall be locked in as per the provisions of ICDR Regulations.

The consent of the Members is sought for the issue of equity shares and / or CCDs, and the equity shares allotted pursuant to conversion of the CCDs, in terms of Section 81(1A) of the Companies Act, 1956, and all other applicable provisions of the Companies Act, 1956, and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Board recommends passing of the Special Resolutions set out in Item Nos.3, 4 and 5 of the accompanying notice.

None of the Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item No.6:

Under the CDR LOA the Promoters and / or their relatives and friends are required to bring in or procure as promoter contribution an amount of Rs.254,00,00,000/- (Rupees Two Hundred and Fifty Four Crores Only) ("**Promoter Contribution**") in one or more tranches and the Promoters are also obliged to bring in or procure additional funds under the shortfall undertaking, as per the CDR Guidelines. The Promoters had extended certain unsecured loans to the Company which also forms part of the CDR Package. The Promoters shall subscribe to and the Board / Securities Issue Committee of the Board will offer, issue and allot, in one or more tranches, subject to receipt of regulatory approvals, if any and extent required, fully paid up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each and / or compulsorily convertible debentures ("**CCDs**"), at a price determined in accordance with the ICDR Regulations or applicable law, not exceeding Rs.377,00,00,000/- (Rupees Three Hundred Seventy Seven Crores Only) to the Promoters (body corporate, companies, trusts, overseas corporate bodies, individuals, etc.) of the Company being Tanti Holdings Private Ltd. or its / Promoters' affiliates or any other person as may be permitted by the master restructuring agreement, in consideration of: (a) conversion of unsecured loan of Rs.145,00,00,000/- (Rupees One Hundred Forty Five Crores Only) given by the Promoters to the Company forming part of the CDR Package; (b) conversion of unsecured loan of Rs.103,00,00,000/- (Rupees One Hundred Three Crores Only) given by the Promoters to the Company forming part of promoter contribution under the CDR Package; and (c) up to Rs.129,00,00,000/- (Rupees One Hundred Twenty Nine Crores Only) to be brought in by the Promoters as promoter contribution, from time to time, as per the CDR Package; also for any other amount as may be brought in or procured by the Promoters, in accordance with their obligations under the CDR Package.

Subject to the provisions of the ICDR Regulations, the CCDs shall be converted into fully paid up equity shares of Rs.2/- (Rupees Two Only) each of the Company on such entitlement dates when the Promoters are eligible to be issued such equity shares or such other dates as may be mutually agreed between the Company and the CDR Lenders.

The following details of the proposed preferential issue of CCDs are disclosed in accordance with the provisions of **Chapter VII – "Preferential Issue"** of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), as amended from time to time:

a. The object of the preferential issue:

The object of the issue is restructuring of various liabilities of the Company as per CDR LOA approved by the CDR EG and to make allotments of equity shares and / or CCDs to the Promoters as envisaged in the CDR Package.

b. The proposal of the Promoters, Directors and key Management persons of the Company to subscribe to the proposed preferential offer:

Tanti Holdings Private Limited, one of the Promoters and any other person as may be permitted under the master restructuring agreement will subscribe to the proposed preferential offer.

Except the above, none of the directors or key management persons intends to subscribe to the equity shares and / or the CCDs.

c. The Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Postal Ballot Notice is provided in the Explanatory Statement for Item Nos.3, 4 and 5.

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

d. Proposed time within which the preferential issue shall be completed:

The Company will issue and allot securities to the Promoters within the time limit specified under the ICDR Regulations.

e. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Details of the proposed allottees:

| Sr. No. | Proposed Allottee | Pre-Issue as of 1 st March 2013 | | Post-Issue* | |
|---------|--------------------------------|--|--------------|------------------|--------------|
| | | Number of shares | % of Capital | Number of shares | % of Capital |
| 1. | Tanti Holdings Private Limited | 15,46,26,093 | 8.70 | 35,82,99,783 | 12.30 |

*Note:

- (1) The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.
- (2) The 'relevant date' for the determination of the price of the equity shares has been considered to be 31st December 2012 for all resolutions, being the date on which the CDR EG approved the CDR Package of the Company. Depending upon the determination of the 'relevant date', as per the ICDR Regulations, the number of shares allotted and consequently the post-issue capital may stand altered.
- (3) The 'relevant date' for the proposed preferential allotment under Item No.11 of this Postal Ballot Notice, being the preferential allotment to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia is 13th March 2013, which is a date after the date of this Postal Ballot Notice and consequently the post-issue capital is subject to alterations.
- (4) The post-issue capital is subject to alterations due to the conversion of the existing convertible securities issued by the Company including employee stock options (ESOPs) and foreign currency convertible bonds (FCCBs).

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

f. Undertaking to Recomputed Price:

The same is not applicable in the present case.

g. Undertaking to put under Lock-In till the Re-Computed Price is Paid:

The same is not applicable in the present case.

h. Certificate from Statutory Auditors:

M/s. SNK & Co., Chartered Accountants have certified that the issue of the securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

i. Relevant Date:

The 'relevant date' shall be the date occurring 30 (thirty) days prior to the date on which the Promoters become entitled to convert the CCDs into equity shares of the Company or 31st December, 2012, being the date of approval of the CDR Package by CDR EG as elected by the Promoters. Subject to regulatory approvals, in the event that equity shares of the Company are issued to the Promoters, the 'relevant date' will be 31st December 2012, being the date on which the CDR Package of the Company was approved by the CDR EG.

j. Lock-in Period:

The securities allotted to Promoters shall be locked in as per the provisions of ICDR Regulations.

The consent of the Members is sought for the issue of the equity shares and / or CCDs, and the equity shares allotted pursuant to conversion of the CCDs, in terms of Section 81 of the Companies Act, 1956, and all other applicable provisions of the Companies Act, 1956, and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's Equity Shares are listed.

The Board recommends passing of the Special Resolution set out in Item No.6 of the accompanying notice.

The proposed preferential issue of equity shares and / or CCDs not exceeding Rs.377,00,00,000/- (Rupees Three Hundred Seventy Seven Crores Only) to the Promoters as envisaged under this resolution shall be subscribed by Tanti Holdings Private Limited in which Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti, the Directors of the Company have got an interest. Except the above, none of the Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item No.7:

The CDR LOA provides that the friends or family of the Promoters may invest in the Company which will form a part of the promoter contribution. The Board / Securities Issue Committee of the Board will offer, issue and allot, in one or more tranches, subject to receipt of regulatory approvals, if any and to the extent required, fully paid up-equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price determined in accordance with the ICDR Regulations and / or compulsorily convertible debentures ("CCDs"), at a price determined in accordance with the ICDR Regulations or applicable law, not exceeding Rs.22,00,00,000/- (Rupees Twenty Two Crores Only) to Samimeru Windfarms Private Limited in consideration of the amount of Rs.22,00,00,000/- (Rupees Twenty Two Crores Only) invested as Promoter Contribution and in respect of any further contribution made by Samimeru Windfarms Private Limited as per the terms of the master restructuring agreement.

Subject to the provisions of the ICDR Regulations, the CCDs shall be converted into fully paid up equity shares of Rs.2/- (Rupees Two Only) each of the Company on such entitlement dates when Samimeru Windfarms Private Limited is eligible to be issued such equity shares of the Company or such other dates as may be mutually agreed between Samimeru Windfarms Private Limited, the Company and the CDR Lenders.

The following details of the proposed preferential issue of equity shares and / or CCDs are disclosed in accordance with the provisions of **Chapter VII – “Preferential Issue”** of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”), as amended from time to time:

a. The object of the preferential issue:

The object of the issue is restructuring of various liabilities of the Company as per CDR LOA approved by the CDR EG and to make allotments of equity shares and / or CCDs to Samimeru Windfarms Private Limited as envisaged in the CDR LOA.

b. The proposal of the Promoters, Directors and key Management persons of the Company to subscribe to the proposed preferential offer:

None of the directors or key management persons intends to subscribe to the proposed preferential offer.

c. The Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Postal Ballot Notice is provided in the Explanatory Statement for Item Nos.3, 4 and 5.

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of securities of the Company.

d. Proposed time within which the preferential issue shall be completed:

The Company will issue and allot securities to Samimeru Windfarms Private Limited within the time limit specified under the ICDR Regulations.

e. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Details of the proposed allottees:

| Sr. No. | Proposed Allottee | Pre-Issue as of 1 st March 2013 | | Post-Issue* | |
|---------|------------------------------------|--|--------------|------------------|--------------|
| | | Number of shares | % of Capital | Number of shares | % of Capital |
| 1. | Samimeru Windfarms Private Limited | 0 | 0 | 1,18,85,467 | 0.41 |

*Note:

- (1) *The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.*
- (2) *The ‘relevant date’ for the determination of the price of the equity shares has been considered to be 31st December 2012 for all resolutions, being the date on which the CDR EG approved the CDR Package of the Company. Depending upon the determination of the ‘relevant date’, as per the ICDR Regulations, the number of shares allotted and consequently the post-issue capital may stand altered.*
- (3) *The ‘relevant date’ for the proposed preferential allotment under Item No.11 of this Postal Ballot Notice, being the preferential allotment to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia is 13th March 2013, which is a date after the date of this Postal Ballot Notice and consequently the post-issue capital is subject to alterations.*
- (4) *The post-issue capital is subject to alterations due to the conversion of the existing convertible securities issued by the Company including employee stock options (ESOPs) and foreign currency convertible bonds (FCCBs).*

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

f. Undertaking to Recomputed Price:

The same is not applicable in the present case.

g. Undertaking to put under Lock-In till the Re-Computed Price is Paid:

The same is not applicable in the present case.

h. Certificate from Statutory Auditors:

M/s. SNK & Co., Chartered Accountants have certified that the issue of the securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

i. Relevant Date:

The ‘relevant date’ shall be the date occurring 30 (thirty) days prior to the date on which Samimeru Windfarms Private Limited becomes entitled to apply for the equity shares of the Company or 31st December 2012, being the date of approval of the CDR Package by CDR EG as elected by Samimeru Windfarms Private Limited. Subject to regulatory approvals, in the event that equity shares of the Company are issued to Samimeru Windfarms Private Limited, the ‘relevant date’ will be 31st December 2012, being the date on which the CDR Package of the Company was approved by the CDR EG.

j. Lock-in Period:

The securities allotted to Samimeru Windfarms Private Limited shall be locked in as per the provisions of ICDR Regulations.

The consent of the Members is sought for the issue of the equity shares and / or CCDs, and the equity shares allotted pursuant to conversion of the CCDs, in terms of Section 81 of the Companies Act, 1956, and all other applicable provisions of the Companies Act, 1956, and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company’s Equity Shares are listed.

The Board recommends passing of the Special Resolution set out in Item No.7 of the accompanying notice.

None of the Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item No.8:

Pursuant to implementation of the Composite Scheme of Arrangement and Restructuring (Amalgamation and Demerger) as approved by the Honourable High Court of Gujarat and Honourable High Court of Judicature at Bombay, Suzlon Infrastructure Services Limited, a wholly owned subsidiary of the Company (“SISL”), was merged with the Company. SISL, prior to amalgamation, was engaged in the business of infrastructure development and operation & maintenance of power projects.

While, the present Main Object Clause of the Memorandum of Association of the Company read with Objects Incidental and Ancillary thereto, authorises the Company to engage in the business of providing turnkey solutions for design, development, manufacturing, supply, setting-up of and operating & maintaining of power projects including but not limiting to wind power projects, in light of amalgamation of SISL, it is felt prudent and desirable that the Object Clause be amended so as to explicitly provide for the activities undertaken by erstwhile SISL.

Thus to facilitate explicit mention of the activities of erstwhile SISL, it is proposed to amend the Object Clause of the Memorandum of Association of the Company by addition of new clause 58 after the existing Clause 57 in the Other Object Clause of the Object Clause of the Memorandum of Association of the Company.

In terms of provisions of Section 16, 17 and other applicable provisions of the Companies Act, 1956, any amendment in the Object Clause of the Memorandum of Association of a company can be effected only after approval of shareholders by way of a special resolution.

In light of the above, you are requested to accord your approval to the Special Resolution as set out at Item No.8 of the accompanying Notice.

A copy of the Memorandum of Association of the Company is available for inspection to the members between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

None of the Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item No.9:

The present Main Object Clause of the Memorandum of Association of the Company read with Objects Incidental and Ancillary thereto, authorises the Company to engage in the business of providing turnkey solutions for design, development, manufacturing, supply, setting-up of and operating & maintaining of power projects including but not limiting to wind power projects. In light of amalgamation of Suzlon Infrastructure Services Limited, a wholly owned subsidiary of the Company ("SISL"), which has since got amalgamated with the Company pursuant to implementation of the Composite Scheme of Arrangement and Restructuring (Amalgamation and De-merger) as approved by the Honourable High Court of Gujarat and Honourable High Court of Judicature at Bombay, it has been proposed to explicitly cover the activities undertaken by erstwhile SISL in the Object Clause of the Memorandum of Association as a matter of prudence.

To enable the Company to effectively undertake the business activities as more particularly described in Clause 58 of the Other Object Clause of the amended Object Clause of Memorandum of Association of the Company, it would be necessary to complete certain compliances in terms of the Companies Act, 1956.

In terms of the Companies Act, 1956, a company can undertake business mentioned in the Other Object Clause of the Object Clause of the Memorandum of Association only after approval of shareholders by way of a Special Resolution in terms of Section 149(2A) of the Companies Act, 1956.

In light of the above, you are requested to accord your approval to the Special Resolution as set out at Item No.9 of the accompanying Notice.

A copy of the Memorandum and Articles of Association is available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

None of the Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item No.10:

As part of the Company's initiative for reduction of opex, working capital intensity, rationalise capacity in the Company's supply chain as also to comply with the requirements of the approved CDR Package, it is proposed to sell certain undertakings, partly or fully, of the Company.

Pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956, a public company or a private company which is a subsidiary of public company cannot sell, lease, charge or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the members.

In light of above, you are requested to grant your consent to the Ordinary Resolution as set out at agenda Item No.10 of the accompanying notice.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Item No.11:

The Company proposes to acquire 48,41,700 (Forty Eight Lacs Forty One Thousand Seven Hundred) equity shares, having face value of Rs.10/- (Rupees Ten Only) each and 2,50,000 (Two Lacs Fifty Thousand) preference shares, having face value of Rs.100/- (Rupees One Hundred Only) each of Suzlon Structures Limited ("SSL") from Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia, Mrs. Ritu Kalthia by issuing and allotting fully paid up equity shares of the Company to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia, Mrs. Ritu Kalthia for amount not exceeding Rs.19,00,00,000/- (Rupees Nineteen Crores Only) as consideration for such acquisition. The Company will enter into a share swap agreement with Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia.

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of **Chapter VII – "Preferential Issue"** of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), as amended from time to time:

a. The object of the preferential issue:

The object of the issue is to make allotments of equity shares to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia in consideration of 48,41,700 (Forty Eight Lacs Forty One Thousand Seven Hundred) equity shares having face value of Rs.10/- (Rupees Ten Only) each and 2,50,000 (Two Lacs Fifty Thousand) preference shares, having face value of Rs.100/- (Rupees One Hundred Only) each of SSL.

b. The proposal of the Promoters, Directors and key Management persons of the Company to subscribe to the proposed preferential offer:

None of the promoters, directors or key management persons intends to subscribe to the proposed preferential offer.

c. The Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Postal Ballot Notice is provided in the Explanatory Statement for Item Nos.3, 4 and 5.

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

d. Proposed time within which the preferential issue shall be completed:

The Company will issue and allot equity shares to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia within the time limit specified under the ICDR Regulations.

- e. **The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:**

Details of the proposed allottees:

| Sr. No. | Proposed Allottees | Pre-Issue as of 1 st March 2013 | | Post-Issue* | |
|---------|------------------------------------|--|--------------|------------------|--------------|
| | | Number of shares | % of Capital | Number of shares | % of Capital |
| 1. | Kalthia Investment Private Limited | 0 | 0 | 68,88,634 | 0.24 |
| 2. | Mr. Kalpesh R.Kalthia | 0 | 0 | 6,991 | 0.00 |
| 3. | Mrs. Anu Kalthia | 0 | 0 | 2,88,995 | 0.01 |
| 4. | Mrs. Ritu Kalthia | 0 | 0 | 30,80,102 | 0.11 |

*Note:

- (1) *The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.*
- (2) *The 'relevant date' for the determination of the price of the equity shares has been considered to be 31st December 2012 for all resolutions, being the date on which the CDR EG approved the CDR Package of the Company. Depending upon the determination of the 'relevant date', as per the ICDR Regulations, the number of shares allotted and consequently the post-issue capital may stand altered.*
- (3) *The 'relevant date' for the proposed preferential allotment under this resolution, being the preferential allotment to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia is 13th March 2013, which is a date after the date of this Postal Ballot Notice and consequently the post-issue capital is subject to alterations.*
- (4) *The post-issue capital is subject to alterations due to the conversion of the existing convertible securities issued by the Company including employee stock options (ESOPs) and foreign currency convertible bonds (FCCBs).*

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

- f. **Undertaking to Recomputed Price:**

The same is not applicable in the present case.

- g. **Undertaking to put under Lock-In till the Re-Computed Price is Paid:**

The same is not applicable in the present case.

- h. **Certificate from Statutory Auditors:**

Since the price at which the Equity Shares shall be issued to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia cannot be exactly determined before the issue of this notice to the shareholders as it depends on the average of the market price prevailing in the preceding 6 months or two weeks as per the ICDR Regulations, the Auditor's certificate, as required under the ICDR regulations will be made available for inspection at the Registered Office of the Company after the relevant date between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

- i. **Relevant Date:**

In the present case, the "relevant date" as per the ICDR Regulation will be 13th March 2013, being a date which is 30 (thirty) days prior to the date of announcement of the results of this postal ballot.

- j. **Lock-in Period:**

The equity shares allotted to Kalthia Investment Private Limited, Mr. Kalpesh R.Kalthia, Mrs. Anu Kalthia and Mrs. Ritu Kalthia shall be locked in as per the provisions of ICDR Regulations.

The consent of the Members is sought for the issue of equity shares in terms of Section 81 of the Companies Act, 1956, and all other applicable provisions of the Companies Act, 1956, and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's Equity Shares are listed.

The Board recommends passing of the Special Resolution set out at Item No.11 of the accompanying notice.

None of the Directors of the Company is concerned or interested in the passing of the resolution.

By Order of the Board
For **Suzlon Energy Limited**

Registered Office:

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

Hemal A. Kanuga,
Company Secretary.

Place : Ahmedabad

Dated : 8th March 2013.