

26<sup>th</sup> September 2014.

**National Stock Exchange of India Limited,**  
"Exchange Plaza",  
Bandra-Kurla Complex, Bandra (East),  
Mumbai-400051.

**BSE Limited,**  
P.J. Towers,  
Dalal Street,  
Mumbai-400001.

Dear Sirs,

**Sub.: Proceedings and Voting Results of the Nineteenth Annual General Meeting of the Company.**

**Ref.: Clause 31 and 35A of the Listing Agreement.**

This is to inform that the Members of the Company at the Nineteenth Annual General Meeting of the Company held on 25<sup>th</sup> September 2014, have accorded their consent to all the items of the Notice dated 25<sup>th</sup> July 2014. In terms of Clause 31 of the Listing Agreement, the proceedings of the Nineteenth Annual General Meeting of the Company are as under:

1.	Date of Annual General Meeting	25 <sup>th</sup> September 2014
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2.	Total number of shareholders as on cut-off date (25 <sup>th</sup> July 2014)	8,87,210
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3.	No. of shareholders present in person or through proxy		
Sr. No.	Category of Shareholders	Shareholders present in Person	Shareholders attending through Proxy
1.	Promoters and Promoter Group	5	0
2.	Public	144	13
	Total	149	13

4.	No. of shareholders attending through video conferencing		
Sr. No.	Category of Shareholders	Shareholders present in Person	Shareholders attending through Proxy
1.	Promoters and Promoter Group	Video conferencing facility not established	
2.	Public		
	Total		

5.	Agenda-wise details of voting:			
Sr. No.	Agenda Item of the Notice dated 25 <sup>th</sup> July 2014 convening the 19 <sup>th</sup> Annual General Meeting	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)	Remarks
1.	Adoption of Financial Statements, etc. for the financial year 2013-14	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
2.	Re-appointment of Mr. Tulsi R.Tanti as Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
3.	Appointment of Statutory Auditors	Ordinary Resolution	E-voting and Poll	Passed with requisite majority



4.	Regularisation of Mrs. Medha Joshi, Nominee of IDBI Bank Limited as Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
5.	Appointment of Mr. V.Raghuraman as an Independent Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
6.	Appointment of Mr. Marc Desaeleer as an Independent Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
7.	Appointment of Mr. Ravi Uppal as an Independent Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
8.	Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company	Special Resolution	E-voting and Poll	Passed with requisite majority
9.	Issue of equity shares on preferential basis in terms of ICDR Regulations for the sacrifice by ICICI Bank Limited in terms of the CDR Package	Special Resolution	E-voting and Poll	Passed with requisite majority
10.	Issue of Securities to the extent of Rs.5,000 Crores	Special Resolution	E-voting and Poll	Passed with requisite majority

Pursuant to Clause 35A of the Listing Agreement, a copy of combined voting results for E-voting and Poll alongwith the copy of the Scrutinizer's Reports is enclosed herewith.

This is for your information as also for the information of your members and the public at large.

Thanking you,

Yours faithfully,

**For Suzlon Energy Limited**

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





<b>SUZLON ENERGY LIMITED</b>									
NINETEENTH ANNUAL GENERAL MEETING - CLAUSE 35 REPORT DATE: 25/09/2014									
CATEGORY WISE - COMBINED SUMMARY OF E-VOTING AND POLL RESULTS									
Resolution No.	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes Favour	No of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3) = (2) / (1)	(4)	(5)	(6) = (4) / (2)	(7) = (5) / (2)	
<b>1</b>	<b>Ordinary Resolution for Adoption of Financial Statements, etc. for the financial year 2013-14</b>								
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00	
	Public – Institutional Holders	811689760	152560219	18.80	140098419	0	91.83	0.00	
	Public-Others	848587919	47573342	5.61	47041565	9844	98.88	0.02	
	Resolution Total: (1)	2713062135	1252918017	46.18	1239244440	9844	98.96	0.00	
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12983733</b>								
<b>2</b>	<b>Ordinary Resolution for Re-appointment of Mr. Tulsi R. Tanti as Director</b>								
	Promoter and Promoter Group	1052784456	1052784456	100.00	899134456	0	85.41	0.00	
	Public – Institutional Holders	811689760	152560219	18.80	110749124	30067295	72.59	19.71	
	Public-Others	848587919	47573342	5.61	47023738	27331	98.84	0.06	
	Resolution Total: (2)	2713062135	1252918017	46.18	1056907318	30094626	84.36	2.40	
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 165916073</b>								
<b>3</b>	<b>Ordinary Resolution for Appointment of Statutory Auditors</b>								
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00	
	Public – Institutional Holders	811689760	152560219	18.80	63101556	48110800	41.36	31.54	
	Public-Others	848587919	47573342	5.61	47028561	22268	98.85	0.05	
	Resolution Total: (3)	2713062135	1252918017	46.18	1162914573	48133068	92.82	3.84	
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 41870376</b>								
<b>4</b>	<b>Ordinary Resolution for Regularisation of Mrs. Medha Joshi, Nominee of IDBI Bank Limited as Director</b>								
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00	
	Public – Institutional Holders	811689760	152560219	18.80	56816777	83999642	37.24	55.06	
	Public-Others	848587919	47573342	5.61	47027178	22231	98.85	0.05	
	Resolution Total: (4)	2713062135	1252918017	46.18	1156628411	84021873	92.31	6.71	
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12267733</b>								



<b>5</b>	<b>Ordinary Resolution for Appointment of Mr. V.Raguraman as an Independent Director</b>									
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00		
	Public – Institutional Holders	811689760	152560219	18.80	105633559	34536660	69.24	22.64		
	Public-Others	848587919	47573342	5.61	47021541	26528	98.84	0.06		
	Resolution Total: (5)	2713062135	1252918017	46.18	1205439556	34563188	96.21	2.76		
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12915273</b>									
<b>6</b>	<b>Ordinary Resolution for Appointment of Mr. Marc Desaeleer as an Independent Director</b>									
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00		
	Public – Institutional Holders	811689760	152560219	18.80	55621275	85195144	36.46	55.84		
	Public-Others	848587919	47573342	5.61	47016181	29688	98.83	0.06		
	Resolution Total: (6)	2713062135	1252918017	46.18	1155421912	85224832	92.22	6.80		
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12271273</b>									
<b>7</b>	<b>Ordinary Resolution for Appointment of Mr. Ravi Uppal as an Independent Director</b>									
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00		
	Public – Institutional Holders	811689760	152560219	18.80	55621275	85195144	36.46	55.84		
	Public-Others	848587919	47573342	5.61	47015659	30210	98.83	0.06		
	Resolution Total: (7)	2713062135	1252918017	46.18	1155421390	85225354	92.22	6.80		
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12271273</b>									
<b>8</b>	<b>Special Resolution for Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company</b>									
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00		
	Public – Institutional Holders	811689760	152560219	18.80	140816419	0	92.30	0.00		
	Public-Others	848587919	47573342	5.61	47009538	39171	98.81	0.08		
	Resolution Total: (8)	2713062135	1252918017	46.18	1240610413	39171	99.02	0.00		
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12268433</b>									

Special Resolution for Issue of equity shares on preferential basis in terms of ICDR Regulations for the sacrifice by ICI Bank Limited in terms of the CDR Package									
9	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00	
	Public – Institutional Holders	811689760	152560219	18.80	140816419	0	92.30	0.00	
	Public-Others	848587919	47573342	5.61	47013019	33240	98.82	0.07	
	Resolution Total: (9)	2713062135	1252918017	46.18	1240613894	33240	99.02	0.00	
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12270883</b>								
10	Special Resolution for Issue of Securities to the extent of Rs.5,000 Crores								
	Promoter and Promoter Group	1052784456	1052784456	100.00	1052784456	0	100.00	0.00	
	Public – Institutional Holders	811689760	152560219	18.80	56726596	84089823	37.18	55.12	
	Public-Others	848587919	47573342	5.61	47008295	39534	98.81	0.08	
	Resolution Total: (10)	2713062135	1252918017	46.18	1156519347	84129357	92.31	6.71	
	<b>Note: No. of votes polled does not include invalid votes, votes not polled and votes abstained, which are : 12269313</b>								



## Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Suzlon Energy Limited  
"Suzlon", 5, Shrimali Society,  
Nr. Shri Krishna Complex,  
Navrangpura, Ahmedabad - 380 009.

Dear Sir,

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014.

1. I, Ravi Kapoor, Practicing Company Secretary, appointed by the Board of Directors of Suzlon Energy Limited, ("the Company") as an Scrutinizer for the purpose of conducting the E-voting process on the below mentioned resolution(s), to be passed at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on the 25<sup>th</sup> September, 2014 at J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015at 11.00 a.m.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as an Scrutinizer for the E-voting process restricted to make an Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Karvy Computershare Private Limited ("Karvy"), the authorized agency to provide the E-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:

- i. The Company has availed E-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting E-voting by the shareholders of the Company.
- ii. The Members of the Company as on the "Cut Off" date i.e. 25<sup>th</sup> July, 2014 were entitled to vote on the resolutions (Items Number 1 to 10 as set out in Notice of 19<sup>th</sup> AGM of the Company).
- iii. The voting period for E-voting commenced on Friday, September 19, 2014 (10.00 A.M.) to Sunday, September 21, 2014 (5.00 P.M.) and the Karvy E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, Mr. Utkarsh Shah and Mr. Kinjal Shah who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

*Utkarsh P Shah*  
 Mr. Utkarsh Shah

*K Shah*  
 Mr. Kinjal Shah

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

**Item No. 1-Ordinary Resolution**

**Adoption of Financial Statements, etc. for the financial year 2013-14:**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
298	123,92,16,126	99.99

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*Ravi Kapoor*

**Ravi Kapoor & Associates**  
 Ahmedabad  
 COP. 2407  
 Company Secretaries

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
16	9844	0.01

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

(IV) 2 members abstained from voting on this resolution.

\* One shareholder holding shares voted partly in favour of resolution and partly against the resolution.

### Item No. 2-Ordinary Resolution

**Re-appointment of Mr. Tulsi R.Tanti as Director [DIN: 00002283]:**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
264	105,61,99,054	97.22

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	3,00,94,626	2.77

*Ravi Kapoor*

Ravi Kapoor & Associates  
 Ahmedabad  
 COP. 2407  
 Company Secretaries



(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A

(IV) 6 members abstained from voting on this resolution.

**Item No. 3 -Ordinary Resolution**

**Appointment of Statutory Auditors:**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
259	116,22,06,589	96.02

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
52	481,33,068	3.97

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

(IV) 4 members abstained from voting on this resolution.

**Item No. 4- Ordinary Resolution**

**Appointment of Mrs. Medha Joshi, Nominee of IDBI Bank Ltd as Director:**

*Ravi Kapoor*



(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
247	115,59,20,097	93.22

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
66	84021873	6.78

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

(IV) 2 members abstained from voting on this resolution.

#### Item No. 5-Ordinary Resolution

Appointment of Mr. V. Raghuraman as an Independent Director:

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
258	120,47,31,092	97.21

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
51	3,45,63,138	2.79

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

(IV) 6 members abstained from voting on this resolution.

### Item No. 6-Ordinary Resolution

#### Appointment of Mr. Marc Desaeleer as an Independent Director:

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
232	115,47,13,648	93.13

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
79	8,52,24,782	6.87

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

(IV) 6 members abstained from voting on this resolution.

\* Two shareholder holding shares voted partly in favour of resolution and partly against the resolution.

Ravi Kapoor & Associates  
Ahmedabad  
COP. 2407  
Company Secretaries

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*Ravi Kapoor*

**Item No. 7-Ordinary Resolution**

**Appointment of Mr. Ravi Uppal as an Independent Director:**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
235	1154713126	93.13

(II) Voted against the resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
75	85225304	6.87

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

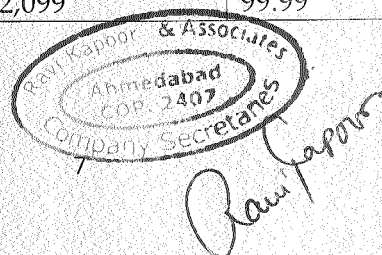
(IV) 5 members abstained from voting on this resolution.

**Item No. 8- Special Resolution**

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

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
269	123,99,02,099	99.99



(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
42	39,171	0.01

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

(IV) 4 members abstained from voting on this resolution.

#### Item No. 9- Special Resolution

Issue of Equity Shares on preferential basis in terms of ICDR Regulations for the sacrifice by ICICI Bank Limited in terms of the CDR Package:

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
274	123,99,05,630	99.99

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
35	33,190	0.01

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

(IV) 6 members abstained from voting on this resolution.

**Item No. 10- Special Resolution**

**Issue of Securities to the extent of Rs.5,000 Crores:**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
235	115,58,11,243	93.22

(II) Voted against the resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
76	841,29,277	6.78

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

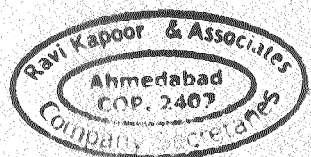
(IV) 4 members abstained from voting on this resolution.

Thanking you,  
Yours faithfully,

  
Scrutinizer

Name: Ravi Kapoor  
Practicing Company Secretary  
FCS: 2587; COP: 2407

Place: Ahmedabad  
Date: 23/09/2014



**FORM No. MGT-13  
Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]

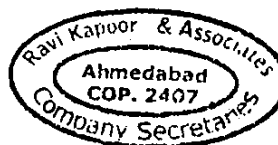
To,  
The Chairman,  
Suzlon Energy Limited,  
Ahmedabad

**The 19<sup>th</sup> Annual General Meeting of the members of Suzlon Energy Limited (the Company) held on Thursday, September, 25, 2014 at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad.**

Dear Sir,

I, **Ravi Kapoor, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Suzlon Energy Limited held on Thursday, September 25, 2014 at 11.00 p.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



*Ravi Kapoor*

**Item No. 1-Ordinary Resolution**

**Adoption of Annual Accounts of the Company as on 31<sup>st</sup> March, 2014.**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
66	708314	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 3 Members remain absent from voting.

**Item No. 2- Ordinary Resolution**

**Re-appointment of Mr. Tulsi R.Tanti as Director.**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
65	708264	100



(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 4 Members remain absent from voting.

**Item No. 3-Ordinary Resolution  
Appointment of Statutory Auditors**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
63	707984	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 6 Members remain absent from voting.

**Item No. 4-Ordinary Resolution**

**Regularisation of Mrs. Medha Joshi, Nominee of IDBI Bank Ltd as Director**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
66	708314	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 3 Members remain absent from voting.

**Item No. 5- Ordinary Resolution**

**Appointment of Mr. V.Raghuraman as an Independent Director**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
66	708464	99.99

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	50	0.01

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 2 Members remain absent from voting.

**Item No. 6- Ordinary Resolution**

**Appointment of Mr. Marc Desaeleer as an Independent Director**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
65	708264	99.99

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	50	0.01

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 3 Members remain absent from voting.

**Item No. 7- Ordinary Resolution**

**Appointment of Mr. Ravi Uppal as an Independent Director.**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
65	708264	99.99

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	50	0.007

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 3 Members remain absent from voting.

**Item No. 8- Special Resolution**

**Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
66	708314	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 3 Members remain absent from voting.

**Item No. 9- Special Resolution**

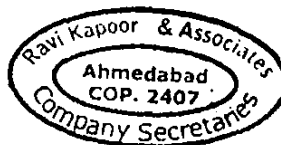
**Issue of Equity Shares on preferential basis in terms of ICDR Regulations for the sacrifice by ICICI Bank Limited in terms of the CDR Package**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
65	708264	99.99

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	50	0.007



*Ravi Kapoor*

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 3 Members remain absent from voting

**Item No. 10- Special Resolution**

**Issue of Securities to the extent of Rs.5,000 Crores**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
63	708104	99.99

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	80	0.01

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	12262220

(IV) 5 Members remain absent from voting.

**Ravi Kapoor  
&  
Associates**

4th Floor,  
"Shaival Plaza",  
Gujarat College Road,  
Ellisbridge, Ahmedabad-380 006.  
☎ 26420336/8/9 (R) 26568212  
Fax : 079-26424100, (M) 98250 63147  
E-mail : ravi@ravics.com

**Company Secretaries  
& Trade Mark Agent**

5. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

**Thanking you,  
Yours Faithfully,**



**Scrutinizer**

**Name: Ravi Kapoor**

**Practicing Company Secretary**

**FCS:2587; CP:2407**

**Place: Ahmedabad**

**Date: 25.09.2014**

