

19<sup>th</sup> March 2015.

**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.: Result of the Postal Ballot conducted to obtain the approval of the shareholders of Suzlon Energy Limited (the "Company").**

As communicated to you vide our Letter dated 13<sup>th</sup> February 2015, the Company has, vide its Postal Ballot Notice dated 13<sup>th</sup> February 2015, conducted a postal ballot for seeking the approval of the shareholders of the Company for the following resolutions as approved by the Board of Directors and proposed for the approval of the shareholders:

1. To approve divestment in Senvion SE, Germany;
2. To make investments, give loans, guarantees and provide securities beyond the prescribed limits;
3. To approve divestment in SE Forge Limited; and
4. To approve issue of up to 100 Crores equity shares of the Company on preferential basis in terms of ICDR Regulations to certain persons / entities.

In this context, we wish to inform that the shareholders have approved all the resolutions proposed by the Company vide its aforesaid notice by requisite majority. Enclosed please find the copy of the Scrutinizer's Report.

Further to the above, as required under Clause 35A of the Listing Agreement, the details of the resolutions passed by the Postal Ballot and voting thereon are as per enclosed Annexure.

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**

*H.A.Kanuga*

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

Encl.: As above.

## SUZLON ENERGY LIMITED

## ANNEXURE - POSTAL BALLOT RESULT / CLAUSE 35A REPORT

Date: 19/03/2015

| 1              | Date of General Meeting (Date of declaration of results of Postal Ballot)  | 19 <sup>th</sup> March 2015      |                     |   |                        |                         |                                      |                                    |
|----------------|--|----------------------------------|---------------------|---|------------------------|-------------------------|--------------------------------------|------------------------------------|
| 2              | Total number of shareholders as on cut-off date (6 <sup>th</sup> February 2015)  | 884697                           |                     |   |                        |                         |                                      |                                    |
| 3              | No. of shareholders present in person or through proxy   | Not Applicable                   |                     |   |                        |                         |                                      |                                    |
|                | Promoter / Promoter Group  | -                                |                     |   |                        |                         |                                      |                                    |
|                | Public   | -                                |                     |   |                        |                         |                                      |                                    |
| 4              | No. of shareholders attending through video conferencing   | Not Applicable                   |                     |   |                        |                         |                                      |                                    |
|                | Promoter / Promoter Group  | -                                |                     |   |                        |                         |                                      |                                    |
|                | Public   | -                                |                     |   |                        |                         |                                      |                                    |
| 5              | Resolution required  | Special Resolution for all items |                     |   |                        |                         |                                      |                                    |
| 6              | Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)   | Postal Ballot / E-voting         |                     |   |                        |                         |                                      |                                    |
| 7              | Agenda-wise details  |                                  |                     |   |                        |                         |                                      |                                    |
| Resolution No. | Description  | No. of Shares Held               | No. of Votes polled | % of Votes Polled on outstanding shares | No. of Votes in Favour | No. of Votes in 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>Special Resolution: To approve divestment in Senvion SE, Germany</b>  |                                  |                     |   |                        |                         |                                      |                                    |
|                | Promoter and Promoter Group  | 1052784456                       | 1052784456          | 100.00                                  | 1052784456             | 0                       | 100.00                               | 0.00                               |
|                | Public – Institutional Holders   | 1015525550                       | 736476213           | 72.52                                   | 736476213              | 0                       | 100.00                               | 0.00                               |
|                | Public-Others  | 1198874526                       | 56537092            | 4.72                                    | 56323950               | 213142                  | 99.62                                | 0.38                               |
|                | Resolution Total: (1)  | 3267184532                       | 1845797761          | 56.50                                   | 1845584619             | 213142                  | 99.99                                | 0.01                               |
|                | <b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 23386.</b>             |                                  |                     |   |                        |                         |                                      |                                    |
| <b>2</b>       | <b>Special Resolution: To make investments, give loans, guarantees and provide securities beyond the prescribed limits</b> |                                  |                     |   |                        |                         |                                      |                                    |
|                | Promoter and Promoter Group  | 1052784456                       | 1052784456          | 100.00                                  | 1052784456             | 0                       | 100.00                               | 0.00                               |
|                | Public – Institutional Holders   | 1015525550                       | 617862796           | 60.84                                   | 433211550              | 184651246               | 70.11                                | 29.89                              |
|                | Public-Others  | 1198874526                       | 56514751            | 4.71                                    | 56175442               | 339309                  | 99.40                                | 0.60                               |
|                | Resolution Total: (2)  | 3267184532                       | 1727162003          | 52.86                                   | 1542171448             | 184990555               | 89.29                                | 10.71                              |
|                | <b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 118658523.</b>         |                                  |                     |   |                        |                         |                                      |                                    |

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|  |  |            |            |        |            |          |        |      |
|--|--|------------|------------|--------|------------|----------|--------|------|
| 3  | <b>Special Resolution: To approve divestment in SE Forge Limited</b>   |            |            |        |            |          |        |      |
|  | Promoter and Promoter Group  | 1052784456 | 1052784456 | 100.00 | 1052784456 | 0        | 100.00 | 0.00 |
|  | Public – Institutional Holders   | 1015525550 | 617862796  | 60.84  | 582416333  | 35446463 | 94.26  | 5.74 |
|  | Public-Others  | 1198874526 | 56534854   | 4.72   | 56323713   | 211141   | 99.63  | 0.37 |
|  |  |            |            |        |            |          |        |      |
|  | Resolution Total: (3)  | 3267184532 | 1727182106 | 52.86  | 1691524502 | 35657604 | 97.94  | 2.06 |
| <b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 118638598.</b> |  |            |            |        |            |          |        |      |
| 4  | <b>Special Resolution: To approve issue of up to 100 Crores equity shares of the Company on preferential basis in terms of ICDR Regulations to certain persons / entities.</b> |            |            |        |            |          |        |      |
|  | Promoter and Promoter Group  | 1052784456 | 1052784456 | 100.00 | 1052784456 | 0        | 100.00 | 0.00 |
|  | Public – Institutional Holders   | 1015525550 | 617862796  | 60.84  | 585308985  | 32553811 | 94.73  | 5.27 |
|  | Public-Others  | 1198874526 | 56522534   | 4.71   | 56320283   | 202251   | 99.64  | 0.36 |
|  |  |            |            |        |            |          |        |      |
|  | Resolution Total: (4)  | 3267184532 | 1727169786 | 52.86  | 1694413724 | 32756062 | 98.10  | 1.90 |
| <b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 118651102.</b> |  |            |            |        |            |          |        |      |

Date: March 19, 2015  
Place: Ahmedabad

For Suzlon Energy Limited

*H.A.Kanuga*

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

19.03.2015  
Hyderabad

To

The Company Secretary,  
Suzlon Energy Limited  
"Suzlon" 5, Shrimali Society  
Near Shri Krishna Complex  
Navrangpura  
Ahmedabad – 380 009

Dear Sir,

In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 I was appointed as the Scrutinizer by the Company on 13<sup>th</sup> February, 2015 for conducting the Postal Ballot and e-Voting process and furnish my report for obtaining the approval of members for the Special Resolutions set out in the Notice dated 13<sup>th</sup> February, 2015

I submit my report as under:

1. On the basis of the Register of Members and the List of Beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 6<sup>th</sup> February, 2015, the Company completed dispatch of the Notice of Postal Ballot on 16<sup>th</sup> February, 2015:
  - by email to 552,307 members who had registered their email ids with the Company or as provided by the Depositories or the Registrar and Share Transfer Agents.
  - by Courier / Registered Post to 332,390 members in Physical Form.
2. I was informed that 4,873 emails were undelivered, however the Company has already dispatched the Physical Forms for the same. I was also informed that 1312 physical forms were returned undelivered.



3. The Company has also published an advertisement in one English Newspaper i.e., "Financial Express English Edition" and in one Regional Newspaper i.e., "Financial Express Gujarati Edition" on 17<sup>th</sup> February, 2015 about the dispatch of the Notice and Postal Ballot Forms as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
4. In terms of the aforesaid notice, members were required to convey their assent / dissent, as the case may be on or before 18<sup>th</sup> March, 2015 in respect of the Special Resolutions as set out in the Notice of Postal Ballot dated 13<sup>th</sup> February, 2015:
  - In case of Postal Ballot Forms mailed to them by the Company in pre paid envelopes addressed to me on or before 18<sup>th</sup> March, 2015
  - In case of e-Voting, votes to be cast electronically on e-Voting platform provided by Karvy Computershare Private Limited on or before 18<sup>th</sup> March, 2015 before 5.30 p. m.
5. I received 316 Postal Ballot forms and 1101 members casted their vote on the e-Voting Platform, till 18<sup>th</sup> March, 2015, being the last date for receipt of duly completed postal ballots forms and e-Voting on Karvy portal, as per the said notice.
6. With the support of Karvy Computershare Private Limited, the Registrar and Share Transfer Agents of the Company the Postal Ballot Forms were scrutinized and signatures of members who had cast their votes were verified with their specimen signatures registered with the Company and as provided by the Depositories.
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by Karvy Computershare Private Limited.
8. The votes, if any, cast by member(s) both in physical form and e-Voting have been identified, in terms of the said Notice, votes cast through e-Voting were considered valid.
9. I have downloaded the e-Voting Report from Karvy website by using the Scrutinizer's Login ID and Password on 18<sup>th</sup> March, 2015.



10. All the ballot forms received / votes casted in e-Voting website of Karvy upto the close of working hours i.e., 5.30 p.m. on 18<sup>th</sup> March, 2015 being the last date and time fixed by the Company for receipt of the forms were considered for scrutiny.
11. No Envelopes containing the Postal Ballot Forms received after 5.30 p. m., on 18<sup>th</sup> March, 2015 were considered.
12. Envelopes containing the Postal Ballot Forms returned undelivered were also not opened and they are kept separately.
13. There are no defaced / mutilated ballot papers.
14. After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the e-Voting results, I report that the Special Resolutions as contained in the said Notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

I have annexed with this Report, the details of the Postal Ballot and e-Voting and the analysis of the Results of the Special Resolutions as contained in the said Notice.

Place: Hyderabad  
Date: 19.03.2015

For DSMR & Associates  
Company Secretaries



D S M Ram  
Proprietor  
C. P. No. 4239

**ANNEXURE****Details of the Postal Ballot and e-Voting relating to Resolution No. 1**

Resolution No. 1 – Approval for disinvestment in Senvion SE, Germany

|   |  |             |
|---|--|-------------|
| A | Postal Ballot                                  |             |
|   | Number of Forms received                       | 316         |
|   | Number of Invalid Votes                        | 2           |
|   | <b>No. of Valid Forms (A)</b>                  | <b>314</b>  |
| B | e-Voting                                       |             |
|   | Number of members who participated in e-Voting | 1101        |
|   | Votes casted in physical form so not accounted | 0           |
|   | Number of Invalid e-Votes                      | 22          |
|   | <b>Number of Valid e-Votes (B)</b>             | <b>1079</b> |
|   | <b>TOTAL (A+B)</b>                             | <b>1393</b> |



**Analysis of Special Resolution No. 1 as set out in the Notice**

| Particulars  | Number of           |               |              | Number of votes contained in |                      |                      | Percentage        |
|--------------|---------------------|---------------|--------------|------------------------------|----------------------|----------------------|-------------------|
|              | Postal Ballot Forms | e-Votes       | Total        | Postal Ballot Forms          | e-Votes              | Total                | Total             |
| Invalid      | 2                   | 22            | 24           | 1,110                        | 22,276               | 23,386               | 0.001267          |
| Assent       | 300                 | 1,002         | 1,302        | 165,763,739                  | 1,679,820,880        | 1,845,584,619        | 99.987186         |
| Dissent      | 14                  | 99            | 113          | 51,133                       | 162,009              | 213,142              | 0.011547          |
| <b>Total</b> | <b>316</b>          | <b>1,123*</b> | <b>1,439</b> | <b>165,815,982</b>           | <b>1,680,005,165</b> | <b>1,845,821,147</b> | <b>100.000000</b> |

\*includes 22 shareholders who have casted their votes partly for the resolution, partly against the resolution and for the remaining part of their shareholding have abstained from voting.





**Details of the Postal Ballot and e-Voting relating to Resolution No. 2**

Resolution No. 2 – Authorisation to make investments, give loans, guarantees and provide securities beyond the prescribed limits

|   |  |             |
|---|--|-------------|
| A | Postal Ballot                                  |             |
|   | Number of Forms received                       | 316         |
|   | Number of Invalid Votes                        | 3           |
|   | <b>No. of Valid Forms (A)</b>                  | <b>313</b>  |
| B | e-Voting                                       |             |
|   | Number of members who participated in e-Voting | 1101        |
|   | Votes casted in physical form so not accounted | 0           |
|   | Number of Invalid e-Votes                      | 47          |
|   | <b>Number of Valid e-Votes (B)</b>             | <b>1054</b> |
|   | <b>TOTAL (A+B)</b>                             | <b>1367</b> |



**Analysis of Special Resolution No. 2 as set out in the Notice**

| Particulars  | Number of           |               |              | Number of votes contained in |        |                      |                      | Percentage      |
|--------------|---------------------|---------------|--------------|------------------------------|--------|----------------------|----------------------|-----------------|
|              | Postal Ballot Forms | e-Votes       | Total        | Postal Ballot Forms          | Ballot | e-Votes              | Total                | Total           |
| Invalid      | 3                   | 47            | 50           | 1,135                        |        | 118,657,388          | 118,658,523          | 6.4285          |
| Assent       | 283                 | 804           | 1,087        | 165,754,382                  |        | 1,376,417,066        | 1,542,171,448        | 83.5494         |
| Dissent      | 30                  | 284           | 314          | 60,435                       |        | 184,930,120          | 184,990,555          | 10.0221         |
| <b>Total</b> | <b>316</b>          | <b>1,135*</b> | <b>1,451</b> | <b>165,815,952</b>           |        | <b>1,680,004,574</b> | <b>1,845,820,526</b> | <b>100.0000</b> |

\*includes 47 shareholders who have casted their votes partly for the resolution, partly against the resolution and for the remaining part of their shareholding have abstained from voting.



**Details of the Postal Ballot and e-Voting relating to Resolution No. 3**

Resolution No. 3 – Approval for disinvestment in SE Forge Limited

|   |  |             |
|---|--|-------------|
| A | Postal Ballot                                  |             |
|   | Number of Forms received                       | 316         |
|   | Number of Invalid Votes                        | 2           |
|   | Number of Forms who have abstained             | 0           |
|   | <b>No. of Valid Forms (A)</b>                  | <b>314</b>  |
| B | e-Voting                                       |             |
|   | Number of members who participated in e-Voting | 1101        |
|   | Votes casted in physical form so not accounted | 0           |
|   | Number of Invalid e-Votes                      | 42          |
|   | <b>Number of Valid e-Votes (B)</b>             | <b>1059</b> |
|   | <b>TOTAL (A+B)</b>                             | <b>1373</b> |



**Analysis of Special Resolution No. 3 as set out in the Notice**

| Particulars  | Number of           |               |              | Number of votes contained in |                      |                      |                 | Percentage |
|--------------|---------------------|---------------|--------------|------------------------------|----------------------|----------------------|-----------------|------------|
|              | Postal Ballot Forms | e-Votes       | Total        | Postal Ballot Forms          | e-Votes              | Total                | Total           |            |
| Invalid      | 2                   | 42            | 44           | 1,110                        | 118,637,488          | 118,638,598          | 6.4274          |            |
| Assent       | 296                 | 969           | 1,265        | 165,762,829                  | 1,525,761,673        | 1,691,524,502        | 91.6408         |            |
| Dissent      | 18                  | 112           | 130          | 52,013                       | 35,605,591           | 35,657,604           | 1.9318          |            |
| <b>Total</b> | <b>316</b>          | <b>1,123*</b> | <b>1,439</b> | <b>165,815,952</b>           | <b>1,680,004,752</b> | <b>1,845,820,704</b> | <b>100.0000</b> |            |

\*includes 42 shareholders who have casted their votes partly for the resolution, partly against the resolution and for the remaining part of their shareholding have abstained from voting.



**Details of the Postal Ballot and e-Voting relating to Resolution No. 4**

Resolution No. 4 – Approval for issue upto Rs.100 crores Equity Shares of the Company on Preferential basis in terms of ICDR Regulations to certain persons / entities

|   |  |             |
|---|--|-------------|
| A | Postal Ballot                                  |             |
|   | Number of Forms received                       | 316         |
|   | Number of Invalid Votes                        | 2           |
|   | Number of Forms who have abstained             | 0           |
|   | <b>No. of Valid Forms (A)</b>                  | <b>314</b>  |
| B | e-Voting                                       |             |
|   | Number of members who participated in e-Voting | 1101        |
|   | Votes casted in physical form so not accounted | 0           |
|   | Number of Invalid e-Votes                      | 38          |
|   | <b>Number of Valid e-Votes (B)</b>             | <b>1063</b> |
|   | <b>TOTAL (A+B)</b>                             | <b>1377</b> |



**Analysis of Special Resolution No. 4 as set out in the Notice**

| Particulars  | Number of              |               |              | Number of votes contained in |                      |                      |                 | Percentage<br>Total |
|--------------|------------------------|---------------|--------------|------------------------------|----------------------|----------------------|-----------------|---------------------|
|              | Postal Ballot<br>Forms | e-Votes       | Total        | Postal<br>Ballot<br>Forms    | e-Votes              | Total                |                 |                     |
| Invalid      | 2                      | 38            | 40           | 1,110                        | 118,649,992          | 118,651,102          | 6.4281          |                     |
| Assent       | 294                    | 953           | 1,247        | 165,761,299                  | 1,528,652,425        | 1,694,413,724        | 91.7973         |                     |
| Dissent      | 20                     | 127           | 147          | 53,513                       | 32,702,549           | 32,756,062           | 1.7746          |                     |
| <b>Total</b> | <b>316</b>             | <b>1,118*</b> | <b>1,434</b> | <b>165,815,922</b>           | <b>1,680,004,966</b> | <b>1,845,820,888</b> | <b>100.0000</b> |                     |

\*includes 38 shareholders who have casted their votes partly for the resolution, partly against the resolution and for the remaining part of their shareholding have abstained from voting.

