

Suzlon Energy Ltd.

Regd. Office:
 "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura
 Ahmedabad - 380 009, India

SUZLON

POWERING A GREENER TOMORROW

Phone : +91.79.66045000 / 26407141
 Fax : +91.79.26565540 / 26442844
 E-mail : ho@suzlon.com
 URL : www.suzlon.com

1st October 2016.

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 Twenty First Annual General Meeting of the Company.

Ref.: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

This is to inform that the Twenty First Annual General Meeting of the Company was held on 30th September 2016 at Ahmedabad. In terms of Schedule III(A)(13) of the Listing Regulations, the proceedings of the Twenty First Annual General Meeting of the Company are as under:

Sr. No.	Agenda Items of the Notice dated 12 th August 2016 convening the Twenty First Annual General Meeting	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)	Remarks
1.	To adopt Financial Statements, etc. for the financial year 2015-16	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
2.	To re-appoint Mr. Girish R.Tanti as Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
3.	To re-appoint Mr. Tulsi R.Tanti as Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
4.	To ratify the appointment of M/s. SNK & Co., Chartered Accountants and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for financial year 2016-17	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
5.	To appoint Mr. Per Hornung Pedersen as an Independent Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
6.	To appoint Mrs. Vijaya Sampath as an Independent Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
7.	To approve remuneration of the Cost Auditors	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
8.	To issue Securities to the extent of Rs.2,000 Crores	Special Resolution	E-voting and Poll	Not passed with requisite majority
9.	To adopt a new set of regulations of the Articles of Association	Special Resolution	E-voting and Poll	Passed with requisite majority (see note below)
10.	To appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company and pay remuneration	Special Resolution	E-voting and Poll	Passed with requisite majority

Note: While the Resolution No.9 has been passed with requisite majority, however an interim injunction has been granted by Hon. High Court of Judicature at Madras in the matter of Simon Solomon & Others Vs. Suzlon Energy Limited & Others (O.A. No.874 of 2016 in C.S. No.721 of 2016) in terms of which the resolution passed qua the agenda is subject to further orders to be passed.



Suzlon Energy Ltd.

Regd. Office:
"Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura
Ahmedabad - 380 009, India

SUZLON

POWERING A GREENER TOMORROW

Phone : +91.79.66045000 / 26407141
Fax : +91.79.26565540 / 26442844
E-mail : ho@suzlon.com
URL : www.suzlon.com

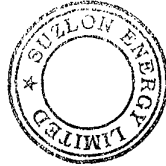
In terms of Regulation 44 of the Listing Regulations, a copy of combined voting results for E-voting and Poll along with the copy of the Scrutinizer's Report are enclosed herewith.

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

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



Encl.: As above.



<p align="center">SUZLON ENERGY LIMITED [CIN:L40100G11995PLC025447]</p> <p>Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, Tel.: +91.79.6604 5000; Fax: +91.79.2656 5540; website: www.suzlon.com; email id: investors@suzlon.com</p> <p align="center">TWENTY FIRST ANNUAL GENERAL MEETING - VOTING RESULTS</p> <p align="center">Friday, September 30, 2016</p>										
<p>Date of the AGM: 980612</p> <p>Total number of shareholders on cut-off date (i.e. September 23, 2016): 3.</p> <p>No. of shareholders present in the meeting either in person or through proxy: 121</p> <p>(1) Promoters and Promoter Group: Video conferencing facility not established</p> <p>(2) Public: Not Applicable</p> <p>(1) Promoters and Promoter Group: Not Applicable</p> <p>(2) Public: Not Applicable</p>										
<p>Resolution No.1 To adopt Financial Statements, etc. for the financial year 2015-16</p> <p>Resolution required: Ordinary</p>										
<p>Whether promoter/ promoter group are interested in the agenda/resolution? No</p>										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
A. Promoter and Promoter Group	E-Voting	1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (A)		1052784456	100.0000	1052784456	0	100.0000	0.0000		
B. Public- Institutions	E-Voting	1155872386	283694613	24.5438	283694613	0	100.0000	0.0000		
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (B)		287749613	24.8946	287749613	0	100.0000	0.0000		
C. Public- Non Institutions	E-Voting	2815742108	956171595	33.9581	95938677	232918	99.9756	0.0243		
	Poll		132446	0.0047	132046	400	99.6979	0.3020		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (C)		956304041	33.9628	956070723	233318	99.9756	0.0244		
	Grand Total (A+B+C)	5024398950	2296838110	45.7137	2296604792	233318	99.9898	0.0102		



Resolution No.2									
To re-appoint Mr. Girish R.Tanti as Director									
Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
A. Promoter and Promoter Group	E-Voting	1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (A)		1052784456	100.0000	1052784456	0	100.0000	0.0000	
B. Public- Institutions	E-Voting	1155872386	285394602	24.6908	261862379	23532223	91.7544	8.2455	
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (B)		289449602	25.0416	265917379	23532223	91.8700	8.1300	
C. Public- Non Institutions	E-Voting	2815742108	956171486	33.9581	955635433	536053	99.9439	0.0560	
	Poll		132446	0.0047	129396	3050	97.6971	2.3028	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (C)		956303932	33.9628	955764829	539103	99.9436	0.0564	
	Grand Total (A+B+C)	5024398950	2298537990	45.7475	2274466664	24071326	98.9528	1.0472	

Resolution No.3									
To re-appoint Mr. Tulsir R.Tanti as Director									
Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
A. Promoter and Promoter Group	E-Voting	1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (A)		1052784456	100.0000	1052784456	0	100.0000	0.0000	
B. Public- Institutions	E-Voting	1155872386	285394602	24.6908	273654239	11740363	95.8862	4.1137	
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (B)		289449602	25.0416	277709239	11740363	95.9439	4.0561	
C. Public- Non Institutions	E-Voting	2815742108	956346486	33.9643	955869015	477471	99.9500	0.0499	
	Poll		132446	0.0047	129446	3000	97.7349	2.2650	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (C)		956478932	33.9690	955998461	480471	99.9498	0.0502	
	Grand Total (A+B+C)	5024398950	2298712990	45.7510	2286492156	12220834	98.4684	0.5316	

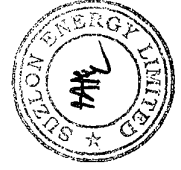
Resolution No.4 To ratify the appointment of M/s. SNK & Co., Chartered Accountants and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for financial year 2016-17

Resolution required:	Ordinary									
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (valid votes) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
A. Promoter and Promoter Group	E-Voting		1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000	
	Poll			0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if app.)			0	0.0000	00	0	0.0000	0.0000	
	Total (A)			1052784456	100.0000	1052784456	0	100.0000	0.0000	
B. Public- Institutions	E-Voting		1155872386	285394602	24.6908	270627936	147666666	94.8258	5.1741	
	Poll			4055000	0.3508	4055000	0	100.0000	0.0000	
	Postal Ballot (if app.)			0	0.0000	00	0	0.0000	0.0000	
	Total (B)			289449602	25.0416	274682936	147666666	94.8984	5.1016	
C. Public- Non Institutions	E-Voting		2815742108	956170185	33.9580	955902962	267223	99.9720	0.0279	
	Poll			132446	0.0047	131996	450	99.6602	0.3397	
	Postal Ballot (if app.)			0	0.0000	00	0	0.0000	0.0000	
	Total (C)			956302631	33.9627	956034958	267673	99.9720	0.0280	
Grand Total (A+B+C)			5024398950	2298536689	45.7475	2283502350	15034339	99.3459	0.6541	

Resolution No.5 To appoint Mr. Per Hornung Pedersen as an Independent Director

Resolution required:	Ordinary									
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (valid votes) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
A. Promoter and Promoter Group	E-Voting		1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000	
	Poll			0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if app.)			0	0.0000	00	0	0.0000	0.0000	
	Total (A)			1052784456	100.0000	1052784456	0	100.0000	0.0000	
B. Public- Institutions	E-Voting		1155872386	285394602	24.6908	285394602	0	100.0000	0.0000	
	Poll			4055000	0.3508	4055000	0	100.0000	0.0000	
	Postal Ballot (if app.)			0	0.0000	00	0	0.0000	0.0000	
	Total (B)			289449602	25.0416	289449602	0	100.0000	0.0000	
C. Public- Non Institutions	E-Voting		2815742108	956170449	33.9580	33935976	922234473	3.5491	96.4508	
	Poll			132346	0.0047	131946	400	99.6977	0.3022	
	Postal Ballot (if app.)			0	0.0000	00	0	0.0000	0.0000	
	Total (C)			956302795	33.9627	34067922	922234873	3.5625	96.4375	
Grand Total (A+B+C)			5024398950	2298536853	45.7475	1376301980	922234873	59.8773	40.1227	





Resolution No.6										
To appoint Mrs. Vijaya Sampath as an Independent Director										
Ordinary										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
A. Promoter and Promoter Group	E-Voting	1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (A)		1052784456	100.0000	1052784456	0	100.0000	0.0000		
B. Public- Institutions	E-Voting	1155872386	285394602	24.6908	285394602	0	100.0000	0.0000		
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (B)		289449602	25.0416	289449602	0	100.0000	0.0000		
C. Public- Non Institutions	E-Voting	2815742108	956170449	33.9580	33857018	922313431	3.5408	96.4591		
	Poll		132346	0.0047	131896	450	99.6599	0.3400		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (C)		956302795	33.9627	33988914	922313881	3.5542	96.4458		
	Grand Total (A+B+C)	5024398950	2298536853	45.7475	1376222972	922313881	59.8739	40.1261		

Resolution No.7										
To approve remuneration of the Cost Auditors										
Ordinary										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
A. Promoter and Promoter Group	E-Voting	1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (A)		1052784456	100.0000	1052784456	0	100.0000	0.0000		
B. Public- Institutions	E-Voting	1155872386	285394602	24.6908	285394602	0	100.0000	0.0000		
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (B)		289449602	25.0416	289449602	0	100.0000	0.0000		
C. Public- Non Institutions	E-Voting	2815742108	956170496	33.9580	955875687	294809	99.9691	0.0308		
	Poll		132446	0.0047	129396	3050	97.6971	2.3028		
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000		
	Total (C)		956302942	33.9627	956005083	297859	99.9689	0.0311		
	Grand Total (A+B+C)	5024398950	2298537000	45.7475	2298239141	297859	99.9870	0.0130		



Resolution No.8 To issue Securities to the extent of Rs.2,000 Crores									
Resolution required: Special									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
A. Promoter and Promoter Group	E-Voting	1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (A)		1052784456	100.0000	1052784456	0	100.0000	0.0000	
B. Public- Institutions	E-Voting	1155872386	282034373	24.4001	85787013	196247360	30.4172	69.5827	
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (B)		286089373	24.7509	89842013	196247360	31.4035	68.5965	
C. Public- Non Institutions	E-Voting	2815742108	956171636	33.9581	33956498	922215138	3.5512	96.4487	
	Poll		132346	0.0047	38246	94100	28.8984	71.1015	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (C)		956303982	33.9628	33994744	922309238	3.5548	96.4452	
	Grand Total (A+B+C)	5024398950	2295177811	45.6806	1176621213	1118556598	51.2649	48.7351	

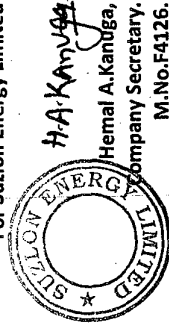
Resolution No.9 To adopt a new set of regulations of the Articles of Association									
Resolution required: Special									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
A. Promoter and Promoter Group	E-Voting	1052784456	1052784456	100.0000	1052784456	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (A)		1052784456	100.0000	1052784456	0	100.0000	0.0000	
B. Public- Institutions	E-Voting	1155872386	281259118	24.3331	268490285	12768833	95.4601	4.5398	
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (B)		285314118	24.6839	272545285	12768833	95.5246	4.4754	
C. Public- Non Institutions	E-Voting	2815742108	956171599	33.9581	955937951	233648	99.9755	0.0244	
	Poll		132346	0.0047	40846	91500	30.8630	69.1369	
	Postal Ballot (if app.)		0	0.0000	00	0	0.0000	0.0000	
	Total (C)		956303945	33.9628	955978797	325148	99.9660	0.0340	
	Grand Total (A+B+C)	5024398950	2294402519	45.6652	2281308538	13093981	99.4293	0.5707	

Resolution No.10 To appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company and pay remuneration									
Special Resolution required:									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (2)	Yes		No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
				% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100					
A. Promoter and Promoter Group	E-Voting	1052784456	734173456	100.0000	734173456	0	100.0000	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000	0.0000
	Total (A)		734173456	100.0000	734173456	0	100.0000	0.0000	0.0000
B. Public- Institutions	E-Voting	1155872386	285394602	24.6908	285380774	13828	99.9951	0.0048	0.0000
	Poll		4055000	0.3508	4055000	0	100.0000	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000	0.0000
	Total (B)		289449602	25.0416	289435774	13828	99.9952	0.0048	0.0000
C. Public- Non Institutions	E-Voting	2815742108	956170469	33.9580	95800580	369889	99.9613	0.0386	0.0000
	Poll		132446	0.0047	129396	3050	97.6971	2.3028	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000	0.0000
	Total (C)		956302915	33.9627	95929976	372939	99.9610	0.0390	0.0195
	Grand Total (A+B+C)	5024398950	1979925973	39.4062	1979539206	386767	99.9805	0.0195	0.0195

Note: The Promoters of the Company are interested in Resolution No.2, 3 and 9, however the said resolutions do not fall under the definition of "related party transactions" hence the Promoters are not required to abstain from voting on these resolutions.

Date: October 1, 2016
Place: Ahmedabad

For Suzlon Energy Limited



**Ravi Kapoor
&
Associates**

4th Floor,
"Shaivali Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax: 079-26424100, (M) 98250 63147
E-mail: ravi@ravics.com www.ravica.com

**Company Secretaries
& Trade Mark Agent**

SCRUTINIZER'S REPORT

To,
The Chairman,
Suzlon Energy Limited
Suzlon, 5 Shrimali Society,
Near Shree Krishna Complex,
Navrangpura,
Ahmedabad- 380 009

Dear Sir,

Subject : Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 21st Annual General Meeting of M/s. Suzlon Energy Limited held on Friday, the 30th day of September, 2016 at 11.00 a.m. at Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad-380009.

I, Ravi Kapoor, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Suzlon Energy Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 21st Annual General Meeting (AGM) of the members of the Company, held on Friday, the 30th day of September, 2016 at 11.00 a.m. at Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad-380009.

The Notice dated 12th August, 2016 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions were proposed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (KCPL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

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

E-Voting:

- (i) The e-voting period remained open from Tuesday, 27th September, 2016 (9:00 a.m.) to Thursday, 29th September, 2016 (5:00 p.m.).

Ravi Kapoor



- (ii) The members of the Company as on the "cut-off" date i.e. 23rd September, 2016 were entitled to vote on the resolutions (items no. 1 to 10 as set out in the notice of the 21st Annual General Meeting of the Company).
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

Poll:

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient places at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Item No. 1- Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss for the year ended on 31st March, 2016 including consolidated accounts and the Report of Directors' and Auditor's thereon:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2292650664	386	2292417746	99.99	16	232918	0.01	NIL	NIL
Poll at the AGM	4187446	59	4187046	100	1	400	0.00	9	2365
Total	2296838110	445	2296604792	99.99	17	233318	0.01	9	2365

Ravi Kapoor

Ravi Kapoor & Associates
Ahmedabad
COP-2407
Company Secretaries

Ravi Kapoor & Associates

4th Floor,
"Shival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
☎ 26420336/7/9 (R) 26568212
Fax : 079-26424100 (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries
& Trade Mark Agent**

Item No. 2- Ordinary Resolution

Re-appoint Mr. Girish R. Tanti as Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2294350544	355	2270282268	98.95	51	24068276	1.05	NIL	NIL
Poll at the AGM	4187446	57	4184396	99.93	3	3050	0.07	9	2365
Total	2298537990	412	2274466664	98.95	54	24071326	1.05	9	2365

Item No. 3- Ordinary Resolution

Re-appoint Mr. Tulsi R. Tanti as Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2294525544	363	2282307710	99.47	43	12217834	0.53	NIL	NIL
Poll at the AGM	4187446	58	4184446	99.93	2	3000	0.07	9	2365
Total	2298712990	421	2286492156	99.47	45	12220834	0.53	9	2365

Item No. 4- Ordinary Resolution

Ratify the appointment of M/s. SNK & Co., Chartered Accountants and M/s. S. R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for financial year 2016-17:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2294349243	374	2279315354	99.34	27	15033889	0.66	NIL	NIL

Ravi Kapoor


**Ravi Kapoor
&
Associates**

4th Floor,
"Shalival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries
& Trade Mark Agent**

Poll at the AGM	4187446	58	4186996	99.99	2	450	0.01	9	2365
Total	2298536689	432	2283502350	99.35	29	15034339	0.65	9	2365

Item No. 5- Ordinary Resolution

Appointment of Mr. Per Hornung Pedersen as an Independent Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2294349507	361	1372115034	59.80	43	922234473	40.20	NIL	NIL
Poll at the AGM	4187346	58	4186946	100	1	400	0.00	10	2465
Total	2298536853	419	1376301980	59.88	44	922234873	40.12	10	2465

Item No. 6- Ordinary Resolution

Appointment of Mrs. Vijaya Sampath as an Independent Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2294349507	360	1372036076	59.80	43	922313431	40.20	NIL	NIL
Poll at the AGM	4187346	57	4186896	99.99	2	450	0.01	10	2465
Total	2298536853	417	1376222972	59.87	45	922313881	40.13	10	2465

Ravi Kapoor



Ravi Kapoor & Associates

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 28420336/7/9 (R) 26568212
Fax : 079-26424100. (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries
& Trade Mark Agent**

Item No. 7- Ordinary Resolution
Approve remuneration of Cost Auditors:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2294349554	375	2294054745	99.99	26	294809	0.01	NIL	NIL
Poll at the AGM	4187446	57	4184396	99.93	3	3050	0.07	9	2365
Total	2298537000	432	2298239141	99.99	29	297859	0.01	9	2365

Item No. 8- Special Resolution
Issue Securities to the extent of Rs. 2,000 Crores:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2290990465	294	1172527967	51.18	109	1118462498	48.82	NIL	NIL
Poll at the AGM	4187346	56	4093246	97.75	3	94100	2.25	10	2465
Total	2295177811	350	1176621213	51.26	112	1118556598	48.74	10	2465

Item No. 9- Special Resolution
Adopt a new set of regulations of the Articles of Association:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2290215173	378	2277212692	99.43	27	13002481	0.57	NIL	NIL

Ravi Kapoor
Ravi Kapoor & Associates
Ahmedabad
CDP-2407
Company Secretaries

**Ravi Kapoor
&
Associates**

4th Floor,
"Shalva Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax: 079-26424100, (M) 98250 63147
E-mail: ravi@ravics.com www.ravics.com

**Company Secretaries
& Trade Mark Agent**

Poll at the AGM	4187346	57	4095846	97.81	2	91500	2.19	10	2465
Total	2294402519	435	2281308538	99.43	29	13093981	0.57	10	2465

Item No. 10- Special Resolution

Appoint Mr. Vinod R. Tanti as the Whole-time Director & Chief Operating Officer of the Company and pay remuneration:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	1975738527	349	1975354810	99.98	45	383717	0.02	12	388611000
Poll at the AGM	4187446	57	4184396	99.93	3	3050	0.07	9	2365
Total	1979925973	406	1979539206	99.98	48	386767	0.02	21	388613365

All the resolutions except resolution no. 8 have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records are handed over to the Chairman/Secretary of the Company.

Thanking you


Yours Faithfully,


Scrutinizer

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



For Suzlon Energy Limited


Company Secretary

Date: 30/09/2016

Place: Ahmedabad