

**Suzlon Energy Ltd.**

One Earth, Hadapsar, Pune - 411 028, India

**SUZLON**

POWERING A GREENER TOMORROW

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E-mail : pune@suzlon.com  
URL : www.suzlon.com

SEL/SEC/ABAD/232/13-14  
27<sup>th</sup> March 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.: 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 14<sup>th</sup> February 2014, the various decisions of the Board of Directors of the Company dated 14<sup>th</sup> February 2014 were subject to approval of the shareholders. The Company had, accordingly, vide its Postal Ballot Notice dated 14<sup>th</sup> February 2014, conducted a postal ballot for seeking approval of the shareholders for the following resolutions:

1. Approval for sale of undertaking(s) of the Company;
2. Reappointment of Mr. Tulsi R.Tanti as the Managing Director of the Company;
3. Revision in remuneration of Mr. Vinod R.Tanti for the place of profit being the office of Chief Operating Officer in Suzlon Wind International Limited, a wholly owned subsidiary of the Company;
4. Issue of Equity Shares on preferential basis in terms of ICDR Regulations to certain persons / entities;
5. Issue of Equity Shares on preferential basis in terms of ICDR Regulations to Promoters in consideration of Promoter Unsecured Loan;
6. Issue of Equity Shares to the eligible employees of the Company under Employee Stock Purchase Scheme 2014;
7. Issue of Equity Shares to the eligible employees of the Company's subsidiary companies under Employee Stock Purchase Scheme 2014;
8. Issue of Equity Shares to the eligible employees of the Company under Special Employee Stock Option Plan 2014;
9. Issue of Equity Shares to the eligible employees of the Company's subsidiary companies under Special Employee Stock Option Plan 2014;
10. Enhancement of borrowing limit from Rs.10,000 Crores to Rs.20,000 Crores;
11. Creation of a charge / mortgage on assets of the Company; and
12. To make investments, give loans, guarantees and provide securities beyond the prescribed limits.

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.

Encl.: As above.



**Annexure**

**RESULT OF POSTAL BALLOT**

Date of General Meeting (Date of declaration of results of Postal Ballot)	:	27 <sup>th</sup> March 2014
Total number of shareholders as on cut-off date (7 <sup>th</sup> February 2014)	:	9,27,244
No. of shareholders present in person or through proxy	:	Not Applicable
No. of shareholders attending through video conferencing	:	Not Applicable

**Agenda-wise details of the resolutions:**

Sr. No.	Description	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting*)
1.	Approval for sale of undertaking(s) of the Company	Special	Postal Ballot
2.	Reappointment of Mr. Tulsi R.Tanti as the Managing Director of the Company	Special	Postal Ballot
3.	Revision in remuneration of Mr. Vinod R.Tanti for the place of profit being the office of Chief Operating Officer in Suzlon Wind International Limited, a wholly owned subsidiary of the Company	Special	Postal Ballot
4.	Issue of Equity Shares on preferential basis in terms of ICDR Regulations to certain persons / entities	Special	Postal Ballot
5.	Issue of Equity Shares on preferential basis in terms of ICDR Regulations to Promoters in consideration of Promoter Unsecured Loan	Special	Postal Ballot
6.	Issue of Equity Shares to the eligible employees of the Company under Employee Stock Purchase Scheme 2014	Special	Postal Ballot
7.	Issue of Equity Shares to the eligible employees of the Company's subsidiary companies under Employee Stock Purchase Scheme 2014	Special	Postal Ballot
8.	Issue of Equity Shares to the eligible employees of the Company under Special Employee Stock Option Plan 2014	Special	Postal Ballot
9.	Issue of Equity Shares to the eligible employees of the Company's subsidiary companies under Special Employee Stock Option Plan 2014	Special	Postal Ballot
10.	Enhancement of borrowing limit from Rs.10,000 Crores to Rs.20,000 Crores	Special	Postal Ballot
11	Creation of a charge / mortgage on assets of the Company	Special	Postal Ballot
12	To make investments, give loans, guarantees and provide securities beyond the prescribed limits	Special	Postal Ballot

**\*Note-** E-voting facility was made available for the purpose of conveying assent / dissent to the resolutions proposed by way of Postal Ballot Notice dated 14<sup>th</sup> February 2014.



27<sup>th</sup> March, 2014

To

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

Dear Sir,

The Company had appointed DSM Ram, Proprietor of DSMR & Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot including eVoting process in respect of the resolutions to be passed by the members of SUZLON ENERGY LIMITED (the Company).

I Submit my report as under:

1. The Company has completed on 21<sup>st</sup> February, 2014 the dispatch of Notice of Postal Ballot dated 14<sup>th</sup> February, 2014 along with the Postage Pre paid Business reply envelope to its members whose names appeared on the Register of Members / List of Beneficiaries as on 7<sup>th</sup> February, 2014.
2. The Company has also published an advertisement in one English Newspaper i.e., "Financial Express" and in one Regional Newspaper i.e., Gujarati Edition of "Financial Express" on 26<sup>th</sup> February, 2014 about the dispatch of the postal ballot forms as required under the provisions of Section 192A of the Companies Act, 1956 and Companies Act, 2013 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011.
3. The Postal Ballot Forms were duly opened and scrutinized and the shareholding was matched /confirmed with Register of Members of the Company /list of beneficiaries as on 7<sup>th</sup> February, 2014.
4. I have downloaded the eVoting Report from NSDL website by using the Scrutinizer's Login ID and Password on 26<sup>th</sup> March, 2014 at 6.00 P. M.
5. All the ballot forms received / votes casted in eVoting website of NSDL upto the close of working hours i.e., 5.30 p.m. on 26<sup>th</sup> March, 2014 being the last date and time fixed by the Company for receipt of the forms were considered for scrutiny.
6. No Envelopes containing the Postal Ballot Forms were received after 5.30 p. m., on 26<sup>th</sup> March, 2014.

... Contd. 2

7. Envelopes containing the Postal Ballot Forms returned undelivered were also not opened and they are kept separately.
8. There are no defaced / mutilated ballot papers.
9. Summary of the Postal Ballot Forms received / Votes casted through eVoting are given as an Annexure to this report. Also find enclosed the report to be submitted to the Stock Exchanges as required under the provisions of the Listing Agreement.
10. According to the annexed report all the resolutions have been passed with requisite majority as required under the provisions of Companies Act, 1956 and Companies Act, 2013 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.
11. I have handed over the Postal Ballot Forms and other related papers / registers and records for the safe custody to the Registrar's of the Company namely Karvy Computershare Private Limited.

For DSMR & Associates  
Company Secretaries

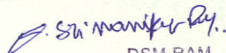
Place: Hyderabad  
Date: 27.03.2014



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

SUZLON ENERGY LTD			
POSTAL BALLOT REPORT AS ON 27/03/2014			
SUMMARY OF POLL RESULTS (CONSOLIDATED)			
SNO	DESCRIPTION	NO OF VOTES	NO OF SHARES
1	Ballot Papers Received	3323	1112815649
	RESOLUTION 1		
1	Votes in favour	2682	1098998523
2	Votes Against	528	1582089
3	Invalid Votes	3	6150
4	Votes Not Polled		12228887
	RESOLUTION 2		
1	Votes in favour	2517	1047540841
2	Votes Against	699	65073394
3	Invalid Votes	6	6105
4	Votes Not Polled		195309
	RESOLUTION 3		
1	Votes in favour	1888	1045517876
2	Votes Against	1296	66916321
3	Invalid Votes	4	7779
4	Votes Not Polled		373673
	RESOLUTION 4		
1	Votes in favour	2345	1110434781
2	Votes Against	835	2058536
3	Invalid Votes	1	100
4	Votes Not Polled		322232

For DSMR & ASSOCIATES  
COMPANY SECRETARIES

 S. M. Ram

DSM RAM  
PROPRIETOR  
C.P. No.4239

	RESOLUTION 5		
1	Votes in favour	2283	1110102460
2	Votes Against	887	2429206
3	Invalid Votes	0	
4	Votes Not Polled		283983
	RESOLUTION 6		
1	Votes in favour	2555	1090877244
2	Votes Against	615	21653099
3	Invalid Votes	1	145
4	Votes Not Polled		285161
	RESOLUTION 7		
1	Votes in favour	2441	1090734975
2	Votes Against	732	21801363
3	Invalid Votes	1	5650
4	Votes Not Polled		273661
	RESOLUTION 8		
1	Votes in favour	2377	1030860570
2	Votes Against	781	81636490
3	Invalid Votes	1	5650
4	Votes Not Polled		312939
	RESOLUTION 9		
1	Votes in favour	2350	1030836656
2	Votes Against	789	81654273
3	Invalid Votes	4	6895
4	Votes Not Polled		317825

For DSMR & ASSOCIATES  
COMPANY SECRETARIES

*S. Ram*

DSM RAM  
PROPRIETOR  
C.P. No.4239

DSMR & Associates

	RESOLUTION 10		
1	Votes in favour	2386	1106789477
2	Votes Against	802	5754741
3	Invalid Votes	2	480
4	Votes Not Polled		270951
	RESOLUTION 11		
1	Votes in favour	2418	1106400620
2	Votes Against	769	6011891
3	Invalid Votes	2	5700
4	Votes Not Polled		397438
	RESOLUTION 12		
1	Votes in favour	2077	1089894027
2	Votes Against	1176	22127216
3	Invalid Votes	2	5795
4	Votes Not Polled		788611

For DSMR & ASSOCIATES  
COMPANY SECRETARIES

*S. Srinivasan*

S. S. RAM  
PROPRIETOR  
C.P. No.4239

**SUZLON ENERGY LIMITED**

POSTAL BALLOT - CLAUSE 35 REPORT DATE:27/03/2014

**CATEGORY WISE - SUMMARY OF POLL RESULTS**

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 for approval of Sale of Undertaking (s) of the Company</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	77851092	12.20	77314318	536774	99.31	0.69
	Public-Others	803746039	47724578	5.94	46679263	1045315	97.81	2.19
	Resolution Total: (1)	2417050939	1100580612	45.53	1098998523	1582089	99.86	0.14
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 12235037</b>							
<b>2</b>	<b>Special Resolution for reappointment of Mr. Tulsi R. Tanti as the Managing Director of the Company</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	89836844	14.07	25725608	64111236	28.64	71.36
	Public-Others	803746039	47772449	5.94	46810291	962158	97.99	2.01
	Resolution Total: (2)	2417050939	1112614235	46.03	1047540841	65073394	94.15	5.85
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 201414</b>							
<b>3</b>	<b>Special Resolution for revision in remuneration of Mr. Vinod R. Tanti for the place of profit being the Chief Operating Officer in Suzlon Wind International Limited, a wholly owned subsidiary of the Company</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	89836844	14.07	25725608	64111236	28.64	71.36
	Public-Others	803746039	47592411	5.92	44787326	2805085	94.11	5.89
	Resolution Total: (3)	2417050939	1112434197	46.02	1045517876	66916321	93.98	6.02
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 381452</b>							
<b>4</b>	<b>Special Resolution for Issue of Equity Shares on Preferential Basis in terms of ICDR regulations to certain persons / entities</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	89836844	14.07	89836844	0	100.00	0.00
	Public-Others	803746039	47651531	5.93	45592995	2058536	95.68	4.32
	Resolution Total: (4)	2417050939	1112493317	46.03	1110434781	2058536	99.81	0.19
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 322332</b>							

For DSMR & ASSOCIATES COMPANY SECRETARIES

D. Sr. Manjiv R. Y.  
DSM RAM  
PROPRIETOR  
C.P. No.4239



5	<b>Special Resolution for issue of Equity Shares on Preferential basis in terms of ICDR regulations to Promoters in consideration of Promoter Unsecured Loans</b>						
Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
Public – Institutional Holders	638299958	89836844	14.07	89836844	0	100.00	0.00
Public-Others	803746039	47689880	5.93	45260674	2429206	94.91	5.09
Resolution Total: (5)	2417050939	1112531666	46.03	1110102460	2429206	99.78	0.22
<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 283983</b>							
6	<b>Special Resolution for Issue of Equity Shares to the eligible employees of the Company under Employee Stock Purchase Scheme 2014</b>						
Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
Public – Institutional Holders	638299958	89836844	14.07	69789805	20047039	77.69	22.31
Public-Others	803746039	47688557	5.93	46082497	1606060	96.63	3.37
Resolution Total: (6)	2417050939	1112530343	46.03	1090877244	21653099	98.05	1.95
<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 285306</b>							
7	<b>Special Resolution for Issue of Equity Shares to the eligible employees of the Company's Subsidiary Companies under Employee Stock Purchase Scheme 2014</b>						
Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
Public – Institutional Holders	638299958	89836844	14.07	69789805	20047039	77.69	22.31
Public-Others	803746039	47694552	5.93	45940228	1754324	96.32	3.68
Resolution Total: (7)	2417050939	1112536338	46.03	1090734975	21801363	98.04	1.96
<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 279311</b>							
8	<b>Special Resolution for Issue of Equity Shares to the eligible employees of the Company Under Special Employee Stock Option Plan 2014</b>						
Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
Public – Institutional Holders	638299958	89836844	14.07	9970507	79866337	11.10	88.90
Public-Others	803746039	47655274	5.93	45885121	1770153	96.29	3.71
Resolution Total: (8)	2417050939	1112497060	46.03	1030860570	81636490	92.66	7.34
<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 318589</b>							

<b>9</b>	<b>Special Resolution for Issue of Equity Shares to the eligible employees of the Company's subsidiary companies under Special Employee Stock Option Plan 2014</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	89836844	14.07	9970507	79866337	11.10	88.90
	Public-Others	803746039	47649143	5.93	45861207	1787936	96.25	3.75
	Resolution Total: (9)	2417050939	1112490929	46.03	1030836656	81654273	92.66	7.34
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 324720</b>							
<b>10</b>	<b>Special Resolution for enhancement of borrowing limit of the Company from Rs.10,000 crores to Rs.20,000 crores</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	89836844	14.07	85635087	4201757	95.32	4.68
	Public-Others	803746039	47702432	5.94	46149448	1552984	96.74	3.26
	Resolution Total: (10)	2417050939	1112544218	46.03	1106789477	5754741	99.48	0.52
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 271431</b>							
<b>11</b>	<b>Special Resolution for creation of charge / mortgage on assets of the Company</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	89840804	14.08	85639047	4201757	95.32	4.68
	Public-Others	803746039	47566765	5.92	45756631	1810134	96.19	3.81
	Resolution Total: (11)	2417050939	1112412511	46.02	1106400620	6011891	99.46	0.54
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 403138</b>							
<b>12</b>	<b>Special Resolution to make investments, give loans, guarantees and provide securities beyond prescribed limits</b>							
	Promoter and Promoter Group	975004942	975004942	100.00	975004942	0	100.00	0.00
	Public – Institutional Holders	638299958	89192143	13.97	69813679	19378464	78.27	21.73
	Public-Others	803746039	47824158	5.95	45075406	2748752	94.25	5.75
	Resolution Total: (12)	2417050939	1112021243	46.01	1089894027	22127216	98.01	1.99
	<b>Note: The No. of votes polled does not include the invalid votes and votes not polled, which are 794406</b>							

For DSMR & ASSOCIATES  
COMPANY SECRETARIES

*S. V. Manjunath*

DSMR  
PROPRIETOR  
C. P. No.4239