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# Notice

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of Suzlon Energy Limited will be held on Thursday, September 25, 2014 at 11.00 a.m. at J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 to transact the following businesses:

## ORDINARY BUSINESS:

### 1. Adoption of Financial Statements, etc. for the financial year 2013-14

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31, 2014 including the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date on standalone and consolidated basis and the reports of the Board of Directors and Auditors thereon.

### 2. Re-appointment of Mr. Tulsi R.Tanti as Director

To appoint a director in place of Mr. Tulsi R.Tanti (DIN: 00002283), who retires by rotation and being eligible offers himself for re-appointment.

### 3. Appointment of Statutory Auditors

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. SNK & Co., Chartered Accountants, Pune (Firm Registration No.109176W) and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, Pune (Firm Registration No.301003E) be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of the Nineteenth Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting of the Company, i.e. for a period of 3 (Three) years, subject to ratification of their appointment at every annual general meeting, at such remuneration plus service tax, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors and M/s. SNK & Co., Chartered Accountants, Pune and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, Pune respectively.”

## SPECIAL BUSINESS:

### 4. Regularisation of Mrs. Medha Joshi, Nominee of IDBI Bank Limited as Director

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Medha Joshi (DIN: 00328174) who was appointed as a Nominee Director of the Company with effect from May 3, 2014 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of Office shall not be liable to determination by retirement of directors by rotation.”

### 5. Appointment of Mr. V.Raghuraman as an Independent Director

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V.Raghuraman (DIN: 00411489), who retires at the ensuing Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from September 25, 2014 to September 24, 2019.”

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

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Marc Desaeleer (DIN: 00508623), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from September 25, 2014 to September 24, 2019.”

### 7. Appointment of Mr. Ravi Uppal as an Independent Director

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ravi Uppal (DIN: 00025970), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act,



2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from September 25, 2014 to September 24, 2019."

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

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 61(1)(a), 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs.1,100,00,00,000/- (Rupees One Thousand One Hundred Crores Only) divided into 550,00,00,000 (Five Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two Only) each to Rs.1,500,00,00,000/- (Rupees One Thousand Five Hundred Crores Only) divided into 750,00,00,000 (Seven Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two Only) each by creation of 200,00,00,000 (Two Hundred Crores) equity shares of Rs.2/- (Rupees Two Only) each in the Authorised Share Capital of the Company."

"RESOLVED FURTHER THAT pursuant to Section 13, 61(1)(a) and 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, the Director and Mr. Hemal A.Kanuga, the Company Secretary of the Company be and are hereby severally authorised to intimate the Registrar of Companies, Gujarat about such increase in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to enable the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company so that the existing Clause V of the Memorandum of Association of the Company reads as under:

V. The Authorised Share Capital of the Company is Rs.1,500,00,00,000/- (Rupees One Thousand Five Hundred Crores Only) divided into 750,00,00,000 (Seven Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two Only) each."

**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**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter VII – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in furtherance to the scheme of corporate debt restructuring ("CDR Package") by and between the Company and the lenders of the Company ("CDR Lenders") which has been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") on December 31, 2012, and communicated to the Company by the Corporate Debt Restructuring Cell ("CDR Cell") vide its letter of approval dated January 23, 2013 ("CDR LOA") and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and in terms of the Master Restructuring Agreement dated March 28, 2013 ("MRA") executed by and between the Company and the CDR Lenders, and pursuant to the exercise by ICICI Bank Limited ("ICICI") of its option granted under the CDR Package to convert ICICI's sacrifice of the first three years from the Cut-off date, i.e., October 1, 2012 ("ICICI's Sacrifice"), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, up to 34,57,590 (Thirty Four Lacs Fifty Seven Thousand Five Hundred Ninety) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price of Rs.18.51/- (Rupees Eighteen and Paise Fifty One Only) per equity share (being the price calculated with reference to the "Relevant Date", i.e. December 31, 2012) to ICICI in consideration of ICICI's Sacrifice in terms of the CDR Package and the MRA, which is estimated to be a sum of Rs.6,40,00,000/- (Rupees Six Crores Forty Lacs Only), calculated on the basis of the net present value of ICICI's first three years' Sacrifice (as per the CDR Guidelines) and which will be determined at the end of the period of 3 (Three) years from the Cut-Off Date, whether ICICI is a member of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may in its absolute discretion think fit and since the actual amount of ICICI's first three years' Sacrifice not being known on the Relevant Date, the consent of the Company be and is hereby accorded to the Board to carry out any adjustment for any excess of the estimated value over the actual value of the ICICI's first three years' Sacrifice, at the end of the 3 (Three) years period from the Cut-Off Date or at any other time thereafter up to the exit of the Company from the CDR Package, as per the MRA."

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

"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or

desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, CDR EG, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, issue and allotment of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."

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

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India (GOI), the Reserve Bank of India (RBI), Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other Ministries / Departments of the Government of India, Securities and Exchange Board of India (SEBI) and / or any other competent authorities, and such other approvals, permissions, consents and sanctions as may be necessary in terms of the provisions of the Foreign Exchange Management Act, 1999 (FEMA), The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and any competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof) consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets and / or domestic market, for a value of up to Rs.5,000 Crores (Rupees Five Thousand Crores Only), representing such number of Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or equity shares through Depository Receipt Mechanism and / or Fully Convertible Debentures (FCDs) and / or Non Convertible Debentures (NCDs) with warrants or any Other Financial Instruments, by whatever name called (OFIs), convertible into or linked to equity shares and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the equity shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the 'Securities') or any combination of Securities to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Promoters, Indian and / or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "Investors") through public issue(s) by prospectus, private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, as the Board in its absolute discretion may deem fit and appropriate."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of Chapter VIII of the Securities And Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Board may at its absolute discretion, issue, offer and allot equity shares or securities convertible into equity shares or NCDs with warrants for a value up to the amount of Rs.5,000 Crores (Rupees Five Thousand Crores Only) inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and



(b) the underlying equity shares shall rank pari passu with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the issue of equity shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the equity shares, the number of shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares shall stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- (c) in the event of any merger, amalgamation, takeover or any other re-organisation, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and International Stock Exchange(s).”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari passu with the existing equity shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of the Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s).”

“RESOLVED FURTHER THAT all the aforesaid powers and authorities be and are hereby further sub-delegated to the Securities Issue Committee of the Board and that the said Securities Issue Committee be and is hereby authorised to sign and execute such letters, deeds, documents, writings, etc. and to do all such acts, deeds, matters and things as might be required in connection with the issue of the Securities which in the opinion of the said Securities Issue Committee ought to have been done, executed and performed in relation to issue of the Securities as aforesaid and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board.”

**By order of the Board of Directors of Suzlon Energy Limited**

**Place : Mumbai**  
**Dated : July 25, 2014**

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

**Regd. Office:** “Suzlon”, 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Company’s Registered Office not less than 48 (Forty Eight) hours before commencement of the Nineteenth Annual General Meeting of the Company.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Ordinary / Special Business is enclosed herewith.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 15, 2014 to Thursday, September 25, 2014 (both days inclusive) for the purpose of the Nineteenth Annual General Meeting.
5. Profile of directors seeking appointment / re-appointment as stipulated under Clause 49 of the Listing Agreement is enclosed herewith.
6. Corporate members intending to send their authorised representatives to attend the Nineteenth Annual General Meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
7. Members desirous of asking any questions at the Nineteenth Annual General Meeting are requested to send in their questions so as to reach the Company’s Registered Office at least 7 (Seven) days before the date of the Nineteenth Annual General Meeting so that the same can be suitably replied to.

8. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. Keeping in view the “Green Initiative in Corporate Governance” of Ministry of Corporate Affairs and in continuation to the practice adopted in previous years, the Company proposes to continue to send notices / documents including annual reports, etc. to the members in electronic form. Members who have still not registered their email addresses are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agents, Karvy Computershare Private Limited, 17-24, Vittalrao Nagar, Madhapur, Hyderabad-500081; email id [einward.ris@karvy.com](mailto:einward.ris@karvy.com). Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants to enable servicing of notices / documents / Annual Reports electronically to their email address. Please note that as a valued Member of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company’s website [www.suzlon.com](http://www.suzlon.com) and are also available for inspection at the Company’s Registered Office during office hours.
10. In terms of provisions of Section 205A read with Section 205C of the Companies Act, 1956, as amended, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years is required to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Accordingly, the unpaid or unclaimed interim dividend for the financial year 2005-06 aggregating to Rs.1,26,578/- (Rupees One Lac Twenty Six Thousand Five Hundred Seventy Eight Only) has been transferred to IEPF. During the year and up to the date of this Notice, unpaid or unclaimed final dividend for the financial year 2005-06 aggregating to Rs.1,48,831/- (Rupees One Lac Forty Eight Thousand Eight Hundred Thirty One Only) and the unpaid or unclaimed interim dividend for the financial year 2006-07 aggregating to Rs.5,52,840/- (Rupees Five Lacs Fifty Two Thousand Eight Hundred Forty Only) has been transferred to IEPF.

The information pertaining to date of declaration of dividend and corresponding dates after which such other unpaid or unclaimed dividends would be transferred to IEPF are given as under:

Financial Year	Type of Dividend	Date of declaration	Date after which unclaimed dividend would be transferred to IEPF
2007-08	Final	July 30, 2008	July 30, 2015

Please note that no claim shall lie against the Company or IEPF for such unclaimed dividend once such amount is transferred to IEPF. Members who have not yet encashed their dividend warrants for financial year 2007-08, are therefore requested to contact the Company’s Registrar and Share Transfer Agents, Karvy Computershare Private Limited, 17-24, Vittalrao Nagar, Madhapur, Hyderabad-500081; email id [einward.ris@karvy.com](mailto:einward.ris@karvy.com), at the earliest for revalidation.

11. The Company had conducted postal ballot process vide notice dated March 8, 2013 and notice dated February 14, 2014 for obtaining approval of shareholders inter alia for issuance of securities on preferential basis in terms of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The details of preferential allotments made / to be made are given in Annexure II to this Notice for the information of shareholders.
12. **Procedure for E-voting**

Pursuant to Clause 35B of the listing agreement and Section 108 of Companies Act, 2013 and Rules made thereunder, the Company is providing e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice.

The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. F2587 and Certificate of Practice No. 2407) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders / beneficiary owners shall be reckoned on the equity shares held by them as on July 25, 2014, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, may cast their vote electronically.

The instructions for E-Voting are as under:

- The Company has entered into an arrangement with Karvy Computershare Private Limited (“Karvy”) for facilitating e-voting for the ensuing Annual General Meeting. The instructions for e-voting are as under:
  - Open your web browser during the voting period and navigate to ‘<https://evoting.karvy.com>’.
  - Enter the login credentials, i.e. user-id & password, mentioned on the Attendance Slip / Email forwarded through the electronic notice:

User-ID	For shareholder(s)/ Beneficial Owner(s) holding Shares In Demat Form:- (a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID (b) For CDSL:- 16 Digits Beneficiary ID (c) For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for Security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.





- (iii) After entering these details appropriately, click on “LOGIN”.
  - (iv) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID., etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference.
  - (v) You need to login again with the new credentials.
  - (vi) On successful login, system will prompt to select the 'Event', i.e. 'SUZLON ENERGY LIMITED'.
  - (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
  - (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
  - (ix) After selecting the resolution if you have decided to cast vote on the same, click on “SUBMIT” and a confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - (xi) Corporate / Institutional Members (corporate / FIs / FIIs / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [ravi@ravics.com](mailto:ravi@ravics.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image / pdf file of the Board Resolution should be in the naming format “Corporate Name”.
2. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
  3. The Portal will remain open for voting from: 10.00 a.m. on September 19, 2014 to 5.00 p.m. on September 21, 2014 (both days inclusive).
  4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Private Limited at 040-44655000 or at 1800-3454-001 (toll free).
  5. The Scrutinizer shall within a period not exceeding 3 (Three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
  6. The results on the resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
  7. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.suzlon.com](http://www.suzlon.com)) and on Karvy's website (<https://evoting.karvy.com>) within 2 (Two) days of passing of the resolutions and communication of the same to National Stock Exchange of India Limited and BSE Limited.

## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

### Agenda Item No.3: Appointment of Statutory Auditors

M/s. SNK & Co., Chartered Accountants, Pune (Firm Registration No.109176W) and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, Pune (Firm Registration No.301003E), the Statutory Auditors hold Office as Joint Statutory Auditors of the Company till the conclusion of the ensuing Nineteenth Annual General Meeting of the Company. The said Auditors have been holding office as Joint Statutory Auditors of the Company for a period of 10 (Ten) or more consecutive financial years. In terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, a listed company cannot appoint or re-appoint an audit firm as an Auditor for more than two terms of 5 (Five) consecutive years. The period for which the firm has held office as Auditor prior to the commencement of the Companies Act, 2013 shall be taken into account for calculating the period of 10 (Ten) consecutive years, as the case may be. Further Section 139 of the Companies Act, 2013 has also provided a period of 3 (Three) years from the date of commencement of the Act to comply with this requirement and accordingly they can be appointed as Auditors for a further period of 3 (Three) years only in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

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In terms of the Companies Act, 2013 and based on the recommendation of the Audit Committee, the Board recommends the appointment of M/s. SNK & Co. and M/s. S.R.Batliboi & Co. LLP as Joint Statutory Auditors of the Company to hold office from the conclusion of the Nineteenth Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting of the Company, i.e. for a period of 3 (Three) years (subject to ratification of their appointment at every annual general meeting).

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.3 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**Agenda Item No.4: Regularisation of Mrs. Medha Joshi as Director**

Mrs. Medha Joshi was appointed as a Nominee Director of the Company, with effect from May 3, 2014. In terms of the provisions of Section 161 of the Companies Act, 2013, Mrs. Medha Joshi holds office up to the ensuing Annual General Meeting of the Company. The Company is in receipt of a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Medha Joshi for the office of the Director of the Company.

The details of Mrs. Medha Joshi as required to be given in terms of Clause 49(IV)(G) of the Listing Agreement have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board recommends the appointment of Mrs. Medha Joshi as the Director of the Company. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.4 of the accompanying Notice.

Except for Mrs. Medha Joshi, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**Agenda Item Nos.5, 6 and 7: Appointment of Mr. V.Raghuraman, Mr. Marc Desaeleer and Mr. Ravi Uppal as Independent Directors**

The Board had appointed Mr. V.Raghuraman, Mr. Marc Desaeleer and Mr. Ravi Uppal as Independent Directors of the Company in terms of Clause 49 of the Listing Agreement with the stock exchanges. In terms of Section 149 of the Companies Act, 2013, which became effective from April 1, 2014, every listed company is required to have one third of total number of directors as independent directors who shall be appointed by the shareholders for a maximum term of 5 (Five) years and shall not be liable to retire by rotation.

Mr. V.Raghuraman, Mr. Marc Desaeleer and Mr. Ravi Uppal have given a declaration to the Board that they meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013.

The Board of Directors of the Company have recommended the appointment of these directors as Independent Directors for a period of 5 (Five) years from the ensuing Nineteenth Annual General Meeting of the Company. In the opinion of the Board, Mr. V.Raghuraman, Mr. Marc Desaeleer and Mr. Ravi Uppal fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for appointment as independent directors and are independent of the management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of these Directors as Independent Directors is now being placed before the shareholders for their approval. The Company is in receipt of a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. V.Raghuraman, Mr. Marc Desaeleer and Mr. Ravi Uppal for the office of the Independent Directors of the Company.

A copy of the draft letter of appointment of the Independent Directors setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered Office during business hours on all working days (except Saturdays, Sundays and Holidays).

The details of Mr. V.Raghuraman, Mr. Marc Desaeleer and Mr. Ravi Uppal as required to be given in terms of Clause 49(IV)(G) of the Listing Agreement have been provided separately under Profile of Directors seeking appointment / re-appointment.

In light of above, you are requested to accord your approval to the Ordinary Resolutions as set out at Agenda Item Nos.5, 6 and 7 of the accompanying Notice.

Except for Mr. V.Raghuraman, Mr. Marc Desaeleer and Mr. Ravi Uppal, being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

**Agenda Item No.8: Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company**

The present Authorised Share Capital of the Company is Rs.1,100,00,00,000/- (Rupees One Thousand One Hundred Crores Only) divided into 550,00,00,000 (Five Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two Only) each. In view of (a) preferential allotment to be made to the CDR Lenders in terms of the approved CDR Package, (b) allotment to be made to employees of the Company and its subsidiary companies under Special Employee Stock Option Plan 2014, (c) possible conversion of outstanding Foreign Currency Convertible Bonds issued by the Company, and (d) to meet any other future eventualities, it is considered necessary to increase the authorised share capital of the Company.

As a consequence of the above, it would be necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Sections 61(1)(a) and 13 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company respectively require the consent of the shareholders in a general meeting.

A copy of the Memorandum and Articles of Association of the Company is available for inspection at the Company's Registered Office during business hours on all working days (except Saturdays, Sundays and Holidays) till the date of the ensuing Annual General Meeting.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.



**Agenda Item No.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**

The CDR LOA provides that the CDR Lenders of the Company, with the approval of the CDR EG, have the right to recompense amount of the reliefs / sacrifices / waivers extended by the respective CDR Lenders as per the CDR Guidelines / MRA. The Company is required to pay the recompense amount to the CDR Lenders in accordance with the CDR Guidelines / MRA. The CDR LOA provides that the CDR Lenders have an option to convert the sacrifice for the first three years into equity shares of the Company. ICICI Bank Limited ("ICICI") has decided to exercise its option to convert the first three years of its sacrifice ("ICICI's Sacrifice") into the equity share of the Company.

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

**(i) The object / purpose of the preferential issue:**

The object of the issue is to comply with the CDR Package of the Company by allotment of equity shares of the Company for ICICI's Sacrifice, pursuant to the exercise of option by ICICI as envisaged in the CDR LOA.

**(ii) The total number of shares or other securities to be issued**

The Board intends to offer, issue and allot up to 34,57,590 (Thirty Four Lacs Fifty Seven Thousand Five Hundred Ninety) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price of Rs.18.51/- (Rupees Eighteen and Paise Fifty One Only) per equity share, being the price calculated in accordance with Regulation 76(1) of the ICDR Regulations with reference to the "Relevant Date" of December 31, 2012, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG, to ICICI in consideration of the ICICI's Sacrifice. Since the actual amount of ICICI's first three years' Sacrifice not being known on the Relevant Date, ICICI's first three years' Sacrifice is estimated to be a the sum of Rs.6,40,00,000/- (Rupees Six Crores Forty Lacs Only) and is calculated on the basis of the net present value of ICICI's first three years' Sacrifice (as per the CDR Guidelines) and will be determined at the end of the period of 3 (Three) years from the Cut-Off Date, being October 1, 2012. Any excess of the estimated value over the actual amount of ICICI's first three years' Sacrifice so determined will be adjusted, at the end of the 3 (Three) years period from the Cut-off Date or at any other time thereafter up to the exit of the Company from the CDR Package, by a suitable mechanism as agreed between the Company and ICICI as per the MRA.

**(iii) The price or price band at / within which the allotment is proposed**

The issue price is Rs.18.51/- (Rupees Eighteen and Paise Fifty One Only) per equity share, being the price calculated in accordance with Regulation 76(1) of the ICDR Regulations with reference to the "Relevant Date" of December 31, 2012, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG.

**(iv) Basis on which the price has been arrived at along with report of the registered valuer**

The same is not applicable in the present case since the Company is a listed company; the pricing is in terms of ICDR Regulations.

**(v) Relevant date with reference to which the price has been arrived at:**

The "Relevant Date" in terms of Regulation 71(a) of the ICDR Regulations for determination of issue price for allotment to ICICI is December 31, 2012, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG.

**(vi) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to ICICI in terms of the CDR package.

**(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential offer.

**(viii) Proposed time within which the allotment shall be completed:**

The Company will issue and allot equity shares to ICICI within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations.

**(ix) The identity of the proposed allottee, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee:**

Details of the proposed allottee:

Sr. No.	Proposed Allottee	Natural person who ultimately controls the Proposed Allottee	Maximum no. of equity shares to be allotted	Pre-Issue shareholding as of July 22, 2014		Post-Issue shareholding	
				No. of shares	%	No. of shares	%
1.	ICICI Bank Limited	Not required to be given since the proposed allottee is a Listed Bank	34,57,590	56,78,604	0.20	91,36,194	0.33



Notes:

1. The post issue paid-up capital of the Company is subject to alterations on account of (i) preferential allotments to be made to the CDR Lenders in consideration for the Funded Interest Term Loans in terms of Resolution No.3 of the Postal Ballot Notice dated March 8, 2013; (ii) exercise of options granted under existing ESOPs of the Company, if any, as well as under any new ESOPs; and (iii) the conversion of the existing convertible securities issued by the Company and consequently the post-issue shareholding percentage mentioned above may also stand altered.
2. The 'Relevant Date' for the purpose of allotment of equity shares to ICICI Bank Limited is December 31, 2012, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG and accordingly the Issue Price has been calculated in accordance with Regulation 76(1) of the ICDR Regulations is Rs.18.51 per equity share.

**(x) The change in control, if any, in the Company that would occur consequent to the preferential offer:**

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

**(xi) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

Post March 31, 2014 and up to the date of this Notice, the following preferential allotments have been made:

Date of allotment	No. of Securities allotted	Issue Price	No. of allottee(s)	Remarks
April 25, 2014	6,91,70,785 equity shares of Rs.2/- each	Rs.18.51 (Relevant date of December 31, 2012)	16	Preferential allotment to CDR Lenders in consideration for conversion of funded interest term loan accrued for a period from January 1, 2014 till March 31, 2014 under CDR package in terms of ICDR Regulations
April 25, 2014	6,78,70,655 equity shares of Rs.2/- each	Rs.10.48 (Relevant date of February 25, 2014)	17	Preferential allotment to certain persons / entities in terms of ICDR Regulations
April 25, 2014	4,29,38,931 equity shares of Rs.2/- each	Rs.10.48 (Relevant date of February 25, 2014)	1	Preferential allotment to promoters in consideration for conversion of unsecured loan of Rs.45 Crores in terms of ICDR Regulations
May 16, 2014	47 compulsorily convertible debentures of Rs.1,00,00,000/- each	Face value of Rs.1,00,00,000/-	1	Preferential allotment to promoters in consideration for conversion of promoter contribution of Rs.47 Crores under CDR package in terms of ICDR Regulations
May 16, 2014	3,48,40,583 equity shares of Rs.2/- each	Conversion Price of Rs.13.49 (Relevant date of April 16, 2014)	-	Allotment to promoters pursuant to conversion notice received for conversion of 47 compulsorily convertible debentures issued on preferential basis in terms of ICDR Regulations
July 22, 2014	7,16,32,902 equity shares of Rs.2/- each	Rs.18.51 (Relevant date of December 31, 2012)	18	Preferential allotment to CDR Lenders in consideration for conversion of funded interest term loan accrued for a period from April 1, 2014 till June 30, 2014 under CDR package in terms of ICDR Regulations

**(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

The same is not applicable in the present case since the Company being a listed company; the pricing is in terms of ICDR Regulations.

**(xiii) The pre issue and post issue shareholding pattern of the Company:**

The pre issue and post issue shareholding pattern of the Company after considering the preferential issue to be made to ICICI is provided hereunder:



Sr. No.	Category	Pre-Issue as of July 22, 2014		Post-Issue	
		Number of shares	%	Number of shares	%
<b>A</b>	<b>Promoters' Shareholding:</b>				
1	Indian:				
	Individual	59,83,84,000	21.49	59,83,84,000	21.46
	Bodies Corporate	45,44,00,456	16.32	45,44,00,456	16.30
	<b>Sub Total (A1)</b>	<b>105,27,84,456</b>	<b>37.81</b>	<b>105,27,84,456</b>	<b>37.76</b>
2	Foreign Promoters	0	0.00	0	0.00
	<b>Sub Total (A2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Sub Total A [(A1) + (A2)]</b>	<b>105,27,84,456</b>	<b>37.81</b>	<b>105,27,84,456</b>	<b>37.76</b>
<b>B</b>	<b>Non-Promoters' Shareholding</b>				
1	Institutional Investors				
	Financial Institutions / Banks	59,61,69,763	21.41	59,96,27,353	21.51
	Insurance Companies	8,17,94,012	2.94	8,17,94,012	2.93
	Others	19,66,84,766	7.06	19,66,84,766	7.05
	<b>Sub-Total (B1)</b>	<b>87,46,48,541</b>	<b>31.41</b>	<b>87,81,06,131</b>	<b>31.49</b>
2	Non-Institutions:				
	Private Corporate Bodies	17,71,33,043	6.36	17,71,33,043	6.35
	Directors and Relatives (other than Promoters)	1,000	0.00	1,000	0.00
	Indian Public	63,06,17,601	22.64	63,06,17,601	22.62
	Others (including NRI)	4,16,95,672	1.50	4,16,95,672	1.50
	<b>Sub-Total (B2)</b>	<b>84,94,47,316</b>	<b>30.50</b>	<b>84,94,47,316</b>	<b>30.47</b>
	<b>Sub Total B [(B1) + (B2)]</b>	<b>172,40,95,857</b>	<b>61.91</b>	<b>172,75,53,447</b>	<b>61.96</b>
<b>C</b>	<b>GDRs</b>	<b>78,14,724</b>	<b>0.28</b>	<b>78,14,724</b>	<b>0.28</b>
	<b>GRAND TOTAL [(A) + (B) + (C)]</b>	<b>278,46,95,037</b>	<b>100.00</b>	<b>278,81,52,627</b>	<b>100.00</b>

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

**(xiv) Undertaking to recomputed price:**

The same is not applicable in the present case.

**(xv) Undertaking to put under lock-in till the recomputed price is paid:**

The same is not applicable in the present case.

**(xvi) Certificate from Statutory Auditors:**

A copy of the certificate from the statutory auditors certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be placed before the shareholders at the ensuing Annual General Meeting of the Company.

**(xvii) Lock-in Period:**

The securities allotted to ICICI shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations.

The consent of the shareholders is sought for the issue of equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution. Further the Promoters or Directors or Key Managerial Personnel of the Company do not have any shareholding interest in the proposed allottee.

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

**Agenda Item No.10: Issue of Securities to the extent of Rs.5,000 Crores**

The resolution contained in the business of the Notice is an enabling resolution to enable the Company to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to equity shares and / or any other instruments and / or combination of instruments as stated in the resolution (the "Securities") to an extent of Rs.5,000 Crores.

The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI ICDR Regulations. The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders.

With a view to meet the financial requirements of the Company, it is proposed to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to equity shares and / or any other instruments and / or combination of instruments to the extent of Rs.5,000 Crores in one or another manner and in one or more tranches. Such further issue of such securities would provide a platform to the Company to meet to its fund requirements and improve the financial leveraging strength of the Company.

Similar enabling resolution was passed by the shareholders at the Eighteenth Annual General Meeting held on September 20, 2013. Since the market conditions have changed since the last approval as also to meet to various regulatory requirements and as a matter of prudent practice, a fresh resolution is proposed to be passed to create, offer, issue and allot Securities to the extent of Rs.5,000 Crores in one or another manner and in one or more tranches.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The pricing of the international issue(s), if any, will be free market pricing and may be at a premium or discount to the market price in accordance with international practices, subject to applicable Indian laws and guidelines. The same would be the case if the Board of Directors decides to undertake a qualified institutional placement under Chapter VIII of the SEBI ICDR Regulations. As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities or shares to be issued. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the Indian stock exchanges and / or international stock exchange(s) and may be represented by Securities or other Financial Instruments outside India.

The Special Resolution seeks to give the Board the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board may in its absolute discretion deem fit.

The consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force); Chapter VIII of the SEBI ICDR Regulations and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

The Board believes that the issue of Securities is in the interest of the Company and therefore recommends passing of the Special Resolution for issue of Securities. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.10 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**By order of the Board of Directors of Suzlon Energy Limited**

Place : Mumbai  
Dated : July 25, 2014

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

## **ANNEXURE I TO THE NOTICE**

**Profile of Directors seeking appointment / re-appointment at the Nineteenth Annual General Meeting as stipulated under Clause 49 of the Listing Agreement is as under:**

**Mr. Tulsi R.Tanti (DIN : 00002283)**

**Brief resume** - Mr. Tulsi R.Tanti is the founder of Suzlon Energy Limited and has been its Chairman & Managing Director since its inception in 1995. Mr. Tulsi R.Tanti is a Commerce Graduate and holds a Diploma in Mechanical Engineering. He is from Rajkot, Gujarat where he started his first venture which was in textiles. He set up two wind turbines to supply electricity for his textile units in Gujarat. As his textile business flourished on sustainable power supplied, he recognised the potential of the wind energy offered and led to the creation of Suzlon Energy Limited in 1995. Under his stewardship, the Company has grown to be a leading wind turbine manufacturer in the world.

Mr. Tulsi R.Tanti is responsible for the overall strategic direction of the Company and has led the Company to rank among the top five of global wind turbine producers in terms of MW installations. He has been awarded with a number of awards, a few of them being the "Champion of the Earth 2009" by the United Nations Environment Program, "Global Indian Award 2009" by Canada India Foundation, "Hero of the Environment Award" by TIME Magazine, "Rajiv Gandhi Award 2007" for the most successful industrialist in India, "Ernst & Young Entrepreneur of the Year 2006" by Ernst & Young, "India Business Leader Award 2006" by the television channel CNBC TV18 in the category "The most promising entrant into the big league"; "Terialumni Award" for outstanding "Entrepreneurship in Energy - Environment Technologies 2006" by The Terialumni Trust; "Best Renewable Man of the Decade", which is a lifetime achievement award from the Foundation of Indian Industry and Economists in 2005; "World Wind Energy Award 2003" by World Wind Energy Association; "Business Leadership Award 2002" by Solar Energy Society of India.

**Shareholding** - Mr. Tulsi R.Tanti holds 39,05,000 equity shares aggregating to 0.14% of the paid-up capital of the Company. He also holds shares in the capacity as karta of HUF and jointly with others.

**Interse-relationship** - Mr. Tulsi R.Tanti is brother of Mr. Vinod R.Tanti and Mr. Girish R.Tanti, the non-executive directors.



**Other Directorships** - The details of other directorships and / or committee positions held by Mr. Tulsi R.Tanti are given as under:

Name of the Indian company in which Director	Name of Committee in which member
Suruchi Holdings Private Limited	Nil
Sugati Holdings Private Limited	Nil

**Mrs. Medha Joshi (DIN : 00328174)**

**Brief resume** - Mrs. Medha Joshi started the career with ICICI Projects and Follow up Department in Mumbai after that joined IDBI as officer and presently is a Chief General Manager.

Worked all through in corporate finance and related area such as project appraisal & Follow up, merchant banking, etc. which constituted the core operational business of IDBI and other critical assignments such as Head-HRD, Head-Risk and Head -Personal Banking (West zone)

Current assignment is CGM-Retail Banking (Corporate Centre) – for the past 1 (One) year; responsible for overall policy formulation / product guidelines, etc. for the retail vertical of the bank.

**Shareholding** - Mrs. Medha Joshi does not hold any shares in the Company.

**Interse-relationship** - Mrs. Medha Joshi is not related to any of the Directors of the Company.

**Other Directorships** - Mrs. Medha Joshi does not hold any directorship or any committee position in any other company.

**Mr. V. Raghuraman (DIN : 00411489)**

**Brief resume** - Mr. V. Raghuraman is a Post graduate in Chemical Engineering. He has over 40 years experience as Consultant, Trainer, Chief Executive and has Primary specialisation in combustion, fuel efficiency, in-depth industrial consulting and training activities in Energy Conservation, Energy Management. He pioneered Energy Audit Methodology in the Country and was involved with Inter-Ministerial working group on utilisation and Conservation of Energy (1981-83). He coordinated 200 Energy Audits for projecting potential of Energy Savings in the Indian Economy.

As Principal Adviser (Energy) to the Confederation of Indian Industry (CII), Mr. Raghuraman worked with Policymakers, Indian Government Ministries and other National and International bodies on energy sector issues.

Mr. Raghuraman has served as Deputy Director General of the National Productivity Council and subsequently Secretary General of ASSOCHAM. He was also Chairman of the World Energy Efficiency Association in Washington, DC (1994-98). Mr. Raghuraman helped set up the Petroleum Conservation Association after the oil crisis in 1973 and was Deputy Project Manager (1976-77) and Joint Project Manager (1981-83). His responsibilities included organising Petroleum Conservation activities such as field studies in industry on furnace oil conservation, diesel conservation in transport fleet and agricultural pump sets. Mr. Raghuraman was the Chairman of SAREC Board and Director in the Board of Orissa Sponge Iron Ltd., Cosmos International & currently he is on the board of the Company. Mr. Raghuraman was a member of the Energy Research & Development Advisory Committees of ICICI. He is a former member of the Research Council of the Indian Institute of Petroleum, the Board of Governors of the National Institute of Industrial Engineering, PACER, ICICI, the EMCAT Advisory Committee, IDBI and the All-India Council for Technical Education.

Mr. Raghuraman organised Energy Audit studies sponsored by Adviser (Energy Conservation) Cabinet Secretariat (1990-91); led a team for Energy Code for Buildings sponsored by the Ministry of Non-Conventional Energy Sources (1991-92); helped identify ESCO opportunities as a member of EMCAT review committee. Mr. Raghuraman was a member of a cogeneration mission sponsored by USAID in 1988. He is also former member of the Task Force on Biomass Cogeneration constituted by the Ministry of Non-Conventional Energy Sources. He undertook a study for the Advisory Board on Energy (1987-88) on identifying and implementing “Co-generation Projects”. He Co-chaired the India –EU Wind Energy Project 2005-2007. As part of his work for CII, Mr. Raghuraman drew up policy recommendations and convened meetings to enhance the conservation of energy, promote the use of renewable energy and preserve the environment. He presented the Indian response to the Kyoto Protocol at the US-Japan Energy policy dialogue meeting held in November 1998. He was associated with the “Integrated Energy Policy” exercise and a signatory of the report. He is a member of The Study Group on Nuclear Energy – An Indian Perspective (2000) of Indian National Academy of Engineering (INAE). He has been Convener of the CII-USIBC Working Group on Civil Nuclear Cooperation. He has served as adviser of the Climate Group, UK Astarc Power Pvt. Ltd., besides other corporates. His publications include “Fuel efficiency in Industrial Practice; case studies in Furnace Oil Conservation; Building a low Carbon Indian Economy; Securing India’s Energy Future.

**Shareholding** - Mr. V.Raghuraman does not hold any shares in the Company.

**Interse-relationship** - Mr. V.Raghuraman is not related to any of the Directors of the Company.

**Other Directorships** - The details of other directorships and / or committee positions held by Mr. Raghuraman are given as under:

Name of the Indian company in which Director	Name of Committee in which member
SE Electricals Limited	Nil
SE Blades Limited	Nil
Suzlon Wind International Limited	Nil

**Mr. Marc Desaeleer (DIN: 00508623)**

**Brief resume** - Mr. Marc Desaeleer is a partner at TRG (The Rohatyn Group) and a member of its Executive Committee. Prior to his current role, he was the Chief Investment Officer of Citi Venture Capital International (CVCI) and prior to that he led CVCI’s business in CEEMEA and India. Prior to this he was a senior manager of Citibank’s Corporate Banking business covering over 20 countries focusing on Central Europe and Russia. In prior positions within Citigroup, Mr. Marc Desaeleer was Business Manager for Citibank’s Corporate and Investment Banking business in France; managed several international businesses within Citibank’s Investment Banking group including ADRs; and was responsible for Citibank’s strategy in Global Equities. Before joining Citigroup, Mr. Marc Desaeleer worked for several international companies including Sulzer (Switzerland) and Lisnave (Portugal). Mr. Marc Desaeleer holds an M.B.A. degree from

Carnegie Mellon University and Masters in Science degrees from the University of Louvain (Belgium).

**Shareholding** - Mr. Marc Desaeleer does not hold any shares in the Company.

**Interse-relationship** - Mr. Marc Desaeleer is not related to any of the Directors of the Company.

**Other Directorships** - The details of other directorships and / or committee positions held by Mr. Marc Desaeleer are given as under:

Name of the Indian company in which Director	Name of Committee in which member
Sherkhan Limited	Nil
Global Capital Market Limited	Nil

**Mr. Ravi Uppal (DIN: 00025970)**

**Brief resume** - Mr. Ravi Uppal as the Managing Director & Group CEO of US\$ 4 billion Jindal Steel and Power Limited (JSPL) Group, is presently driving the said company's growth and responsible for business excellence, both in the domestic and global markets. With wide-ranging business experience, spanning over 36 years in engineering and infrastructure segments in India and abroad, Mr. Uppal is known for his entrepreneurial experience. Before joining JSPL, he served as the whole-time Director and President & CEO (Power) at L&T. Earlier he held various positions in ABB Group including President of Global Market, Member of Group Executive Committee, President of ABB in Asia Pacific Region & Chairman & Managing Director of ABB India. He has also to his credit of being the Founding Managing Director of Volvo in India.

Mr. Uppal has been awarded the Royal Order of the Polar Star by the King of Sweden that named him Knight of this Order in recognition of his invaluable services to the Kingdom of Sweden. He was also conferred with the Marketing Award 2005 by the Institute of Marketing Management, India and named among 'India's Best of the Best' by Smart Manager magazine.

He holds a degree in Mechanical Engineering from the Indian Institute of Technology (IIT) Delhi, which has honoured him as a Distinguished Alumni. He is also an alumnus of the Indian Institute of Management (IIM) Ahmedabad. He has also done Advanced Management Program from Wharton Business School, USA. Mr. Uppal is actively involved in several industry forums & academic institutions and holds a keen interest in social and community development initiatives.

**Shareholding** - Mr. Ravi Uppal holds 1,000 equity shares aggregating to 0.00% of the paid-up capital of the Company.

**Interse-relationship** - Mr. Ravi Uppal is not related to any of the Directors of the Company.

**Other Directorships** - The details of other directorships and / or committee positions held by Mr. Ravi Uppal are given as under:

Name of the Indian company in which Director	Name of Committee in which member
Jindal Steel and Power Limited	Nil

## ANNEXURE II TO THE NOTICE

### UPDATES ON PREFERENTIAL ISSUE OF THE COMPANY IN TERMS OF POSTAL BALLOT NOTICE DATED MARCH 8, 2013 AND THE POSTAL BALLOT NOTICE DATED FEBRUARY 14, 2014

#### A. Allotment to promoters

##### 1. BACKGROUND

The Company had obtained approval of the shareholders in terms of Resolution No.6 of the Postal Ballot Notice dated March 8, 2013 for allotment of equity shares / compulsorily convertible debentures ("CCDs") to the Promoters to an extent of Rs.377 Crores in consideration of the following:

- conversion of unsecured loan of Rs.145 Crores given by the Promoters to the Company (hereinafter referred to as the "Total Promoter Unsecured Loan");
- conversion of unsecured loan of Rs.103 Crores given by the Promoters to the Company forming a part of the Promoter Contribution under the CDR Package; and
- up to Rs.129 Crores to be brought in by the Promoters as Promoter Contribution, from time to time, as per the CDR Package (hereinafter referred to as the "Balance Promoter Contribution").

However since the preferential allotment for conversion of Total Promoter Unsecured Loan mentioned at (a) above was not treated as part of CDR, a fresh approval of shareholders was obtained in terms of Resolution No.9 of the Notice dated July 20, 2013 convening Eighteenth Annual General Meeting for issue of CCDs to Promoters in consideration of Total Promoter Unsecured Loan out of which allotment has been made for conversion of Promoter Unsecured Loan of Rs.100 Crores. For balance Rs.45 Crores, allotment of equity shares has been made pursuant to fresh approval of shareholders obtained in terms of Resolution No.5 of the Postal Ballot Notice dated February 14, 2014.





The details of allotments made to promoters are given as under:

Sr. No.	Particulars	Amount (Rs. in Crores)	Security allotted	Date of allotment	Remarks
a.	Allotment in consideration of conversion of unsecured loan of Rs.145 Crores given by the Promoters to the Company	100	100 CCDs of Rs.1,00,00,000/- each which were subsequently converted to 9,09,91,800 equity shares of Rs.2/- each at a conversion price of Rs.10.99 per share	October 28, 2013	Allotted in full
		45	4,29,38,931 equity shares of Rs.2/- each at an issue price of Rs.10.48 per share	April 25, 2014	
b.	Allotment in consideration of conversion of unsecured loan of Rs.103 Crores given by the Promoters to the Company forming part of the Promoter Contribution under the CDR Package	103	103 CCDs of Rs.1,00,00,000/- each which were subsequently converted to 9,37,21,554 equity shares of Rs.2/- each at a conversion price of Rs.10.99 per share	October 28, 2013	Allotted in full
c.	Allotment in consideration of additional promoter contribution up to Rs.129 Crores to be brought in by the Promoters, from time to time, as per the CDR Package	47	47 CCDs of Rs.1,00,00,000/- each which were subsequently converted to 3,48,40,583 equity shares of Rs.2/- each at a conversion price of Rs.13.49 per share	May 16, 2014	Allotment for balance amount may or may not be made depending upon requirement under CDR
<b>Total</b>		<b>295</b>	<b>-</b>	<b>-</b>	<b>-</b>

## 2. DISCLOSURES WITH RESPECT TO ALLOTMENT MADE IN TERMS OF RESOLUTION NO.6 OF THE POSTAL BALLOT NOTICE DATED MARCH 8, 2013 READ WITH ANNEXURE II TO THE POSTAL BALLOT NOTICE DATED FEBRUARY 14, 2014

The Company had made disclosures to the shareholders regarding details of allotments to be made in terms of ICDR Regulations under Resolution No.6 of the Postal Ballot Notice dated March 8, 2013 and Annexure II to the Postal Ballot Notice dated February 14, 2014. However post approval there were certain circumstantial changes in those disclosures which are hereby intimated to the shareholders for their information:

Sr. No.	Particulars	Details of disclosures made in Annexure II of the Postal Ballot Notice dated February 14, 2014	Actual details	Remarks
1.	Quantum of allotment (Amount)	To the extent of Balance Promoter Contribution to be brought-in by the Promoters as mentioned in Resolution No.6 of the Postal Ballot Notice	Allotment was made for Rs.47,00,00,000/- brought-in by the Promoters towards Promoter Contribution	Allotment for balance amount may or may not be made depending upon requirement under CDR
2.	Securities to be issued and issue / conversion price	Compulsorily Convertible Debentures (CCDs) in one or more tranches	47 CCDs of Rs.1,00,00,000/- each were issued aggregating to Rs.47,00,00,000/- which were subsequently converted into 3,48,40,583 equity shares of Rs.2/- each at a conversion price of Rs.13.49 per share.	The conversion price arrived in terms of ICDR Regulations with reference to Relevant Date is Rs.13.49
3.	Name of the Allottee	Sugati Holdings Private Limited or any of the Promoter Affiliates mentioned at point no.6 below	Sugati Holdings Private Limited	
4.	Entitlement Date	Date of allotment shall be the Entitlement Date for the purpose of conversion. Allotment may be made in one or more tranches and hence if there are multiple tranches, the date of allotment of each tranche would be the Entitlement Date for that respective tranche.	May 16, 2014 being the date of allotment, i.e. the CCDs are convertible into equity shares any time on or after May 16, 2014 however not later than 11 (Eleven) months from the date of allotment.	
5.	Relevant Date	Relevant Date shall be a date which is 30 (Thirty) days prior to the respective Entitlement Date in terms of Regulation 71(b) of ICDR Regulations. If allotment is made in tranches, the relevant date for each tranche would be different and accordingly pricing would be different and accordingly price would be calculated on the basis of respective relevant dates.	April 16, 2014 being 30 days prior to the entitlement date, i.e. May 16, 2014	

6	Pre-issue and Post-issue Shareholding Pattern of the proposed allottees being any of the Promoters and / or Promoter Affiliates for the purpose of allotment of Balance Promoter Contribution:				
Proposed allottee		Pre-issue as on January 30, 2014		Post-issue as on date	
		No. of shares	%	No. of shares	%
Sugati Holdings Private Limited (Mr.Girish R.Tanti individually holds more than 25% equity)		18,47,18,354	7.42	26,24,97,868	9.43
Total Promoter Group Holding		97,50,04,942	39.19	1,05,27,84,456	37.81
7	Pre-issue and Post-issue Shareholding Pattern of the Company				
Sr. No.	Category	Pre-issue as on 30 <sup>th</sup> January 2014		Post-issue as on date	
		No. of shares	%	No. of shares	%
A	Promoter & Promoter Group	97,50,04,942	39.19	1,05,27,84,456	37.81
B	Public Shareholding				
1	Institutions				
	Financial Institutions / Banks	47,44,33,508	19.07	59,61,69,763	21.41
	Insurance Companies	6,51,76,875	2.62	8,17,94,012	2.94
	Others	18,57,19,136	7.46	19,66,84,766	7.06
	Sub-Total	72,53,29,519	29.15	87,46,48,541	31.41
2	Non-Institutions				
	Bodies Corporate	9,59,51,378	3.86	17,71,33,043	6.36
	Individuals	64,24,99,793	25.82	63,06,18,601	22.64
	Others	4,22,15,837	1.70	4,16,95,672	1.50
	Sub-Total	78,06,67,008	31.38	84,94,47,316	30.50
	Total Public Shareholding	150,59,96,527	60.53	172,40,95,857	61.91
C	GDRs	71,44,712	0.29	78,14,724	0.28
	<b>GRAND TOTAL</b>	248,81,46,181	100.00	278,46,95,037	100.00

**3. DISCLOSURES WITH RESPECT TO ALLOTMENT MADE IN TERMS OF RESOLUTION NO.5 OF THE POSTAL BALLOT NOTICE DATED FEBRUARY 14, 2014**

Sr. No.	Particulars	Details of disclosures made in Annexure II of the Postal Ballot Notice dated February 14, 2014	Actual details	Remarks
1.	Name of the Allottee	Tanti Holdings Private Limited and / or Sugati Holdings Private Limited and / or its / Promoters' affiliates	Sugati Holdings Private Limited	

**B. ALLOTMENT TO CDR LENDERS**

**1. BACKGROUND**

The Company had obtained approval of the shareholders in terms of Resolution No.3 read with Resolution No.1 of the Postal Ballot Notice dated March 8, 2013 for allotment of equity shares / compulsorily convertible debentures ("CCDs") to the CDR Lenders for an amount not exceeding Rs.1314 Crores translating to a maximum of 70,96,00,000 equity shares of Rs.2/- each at an issue price of Rs.18.51/- per share in consideration of the following:

- Funded Interest Term Loan – I ("FITL-I") being the outstanding interest payable by the Company to CDR Lenders until the cut-off date, being October 1, 2012 ("Cut-off Date");
- the Funded Interest Term Loan – II ("FITL-II") being the interest for the period of two (2) years from the Cut-off Date on the Rupee Term Loan and the Working Capital Term Loan, as and when the same accrues and is payable to the CDR Lenders, as per the master restructuring agreement; and
- the Funded Interest Term Loan – III ("FITL-III") being the interest for the period of six (6) months from the Cut-off Date on the Working Capital Fund Based Loan payable to the CDR Lenders.



The allotments in consideration of FITL-I and FITL-III have been completed in totality on April 23, 2013 and the allotment for FITL-II is required to be made to CDR Lenders on quarterly basis in tranches for conversion of FITL-II accrued for a period from April 1, 2013 till September 30, 2014. Till date following allotments have been made under Resolution No. 3 of the Postal Ballot Notice dated March 8, 2013:

Date	Particulars	No. of equity shares allotted
April 23, 2013	Preferential allotment to CDR Lenders in consideration for conversion of FITL-I, FITL-II and FITL-III under CDR package in terms of ICDR Regulations	22,83,56,864
July 31, 2013	Preferential allotment to CDR Lenders in consideration for conversion of FITL-II accrued for a period from April 1, 2013 till June 30, 2013 under CDR package in terms of ICDR Regulations	7,05,25,613
October 28, 2013	Preferential allotment to CDR Lenders in consideration for conversion of FITL-II accrued for a period from July 1, 2013 till September 30, 2013 under CDR package in terms of ICDR Regulations	7,01,99,351
January 30, 2014	Preferential allotment to CDR Lenders in consideration for conversion of FITL-II accrued for a period from October 1, 2013 till December 31, 2013 under CDR package in terms of ICDR Regulations	7,10,95,242
April 25, 2014	Preferential allotment to CDR Lenders in consideration for conversion of FITL-II accrued for a period from January 1, 2014 till March 31, 2014 under CDR package in terms of ICDR Regulations	6,91,70,785
July 22, 2014	Preferential allotment to CDR Lenders in consideration for conversion of FITL-II accrued for a period from April 1, 2014 till June 30, 2014 under CDR package in terms of ICDR Regulations	7,16,32,902
	Total	58,09,80,757

Further the Company is required to make preferential allotment in consideration for conversion of FITL-II accrued for a period from July 1, 2014 till September 30, 2014 under CDR Package in terms of ICDR Regulations on or before October 31, 2014. Based on estimated calculations, the Company had provided following details of FITL-I, FITL-II and FITL-III to the shareholders in the Postal Ballot Notice dated March 8, 2013:

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

In terms of the CDR package read with the Master Restructuring Agreement, the interest payable on the restructured term debt for the moratorium period shall be converted into funded interest term loan and the actual conversion amount shall be subject to reconciliation with the CDR Lenders. Based on this, the amount of FITL-II converted into equity shares on quarterly basis from April 1, 2013 till June 30, 2014 has been reconciled with all the CDR Lenders. Due to such reconciliation, the FITL-II amount is likely to increase in case of certain CDR Lenders referred to in the table herein below aggregating to approximately Rs.10 Crores up to September 2014. The major reasons for such differences are as follows:

1. The figures mentioned in CDR LOA are as per the projected facility built up and envisaged prepayment as per CDR Scheme. However in actual, there is a delay in the built up of the facility.
2. Deviation in the actual sanction amount as compared to the CDR LOA.
3. Scheme was approved for the facility built up to June 2013. However, calculation in the model was made considering the built up in March 2013.
4. Change in the fungibility envisaged in the model and actual released, which has impacted the FITL-II up to March 2013.

Considering the above, the Company has requested the CDR EG to permit the Company to approve the shortfall and in turn enable the Company to make an additional allotment of equity shares to following CDR Lenders to the maximum extent as under, which however shall be subject to exact reconciliation:

Name of the Bank	Amount in Crores	No. of additional shares to be issued
State Bank of India	2.15	11,61,535
Bank of India	0.95	5,13,237
Central Bank of India	3.60	19,44,895
Corporation Bank	0.75	4,05,187
Dena Bank	1.25	6,75,311
Export Import Bank of India	0.10	54,025
Oriental Bank of Commerce	0.40	2,16,100
Punjab National Bank	0.80	4,32,199
Total	10.00	54,02,489

However please note that the total allotment proposed to be made to CDR Lenders shall not exceed the overall approved limit of Rs.1314 Crores translating to a maximum of 70,96,00,000 equity shares of Rs.2/- each at an issue price of Rs.18.51/- per share in terms of Resolution No.3 of the Postal Ballot Notice dated March 8, 2013.

## 2. DISCLOSURES WITH RESPECT TO PRE AND POST ALLOTMENT SHAREHOLDING PATTERN OF THE ALLOTTEES AND THE COMPANY

Considering the aforesaid modifications, the revised pre and post shareholding details of the allottees under Resolution No.3 of the Postal Ballot Notice dated March 8, 2013 are given as under:

Sr. No.	Proposed Allottee	Pre-issue as on March 1, 2013		Post-issue as on date		Post-issue after considering all allotments to CDR Lenders for conversion of FITL-II under CDR package	
		Number of shares	%	Number of shares	%	Number of shares	%
1.	State Bank of India	-	-	11,67,54,263	4.19	It is not possible to provide the post-issue shareholding pattern after considering all allotments to CDR Lenders for conversion of FITL-II since the no. of securities to be allotted cannot be ascertained at this point of time because the FITL-II amount that will accrue for a period from July 1, 2014 till September 30, 2014 is subject to reconciliation with the CDR Lenders.	
2.	Axis Bank Limited	-	-	87,74,603	0.32		
3.	Bank of Baroda	5,50,000	0.03	4,70,54,208	1.69		
4.	Bank of India	-	-	49,97,670	0.18		
5.	Bank of Maharashtra	-	-	76,80,020	0.28		
6.	Central Bank of India	11,16,000	0.06	3,72,69,594	1.34		
7.	Corporation Bank	85,126	0.00	49,26,356	0.18		
8.	Dena Bank	-	-	82,01,557	0.29		
9.	Export Import Bank of India	-	-	2,18,22,287	0.78		
10.	ICICI Bank Limited	-	-	56,78,604	0.20		
11.	IDBI Bank Limited	13,69,895	0.08	19,04,98,967	6.84		
12.	Indian Overseas Bank	1,34,500	0.01	4,51,03,645	1.62		



Sr. No.	Proposed Allottee	Pre-issue as on March 1, 2013		Post-issue as on date		Post-issue after considering all allotments to CDR Lenders for conversion of FITL-II under CDR package	
		Number of shares	%	Number of shares	%	Number of shares	%
13.	Life Insurance Corporation of India	1,36,35,731	0.77	8,14,94,012	2.93		
14.	Oriental Bank of Commerce	1,50,000	0.01	88,13,495	0.32		
15.	Punjab National Bank	36,72,710	0.21	5,81,65,883	2.09		
16.	The Saraswat Cooperative Bank Limited	-	-	-	-		
17.	State Bank of Bikaner & Jaipur	30,000	0.00	1,15,87,157	0.42		
18.	State Bank of Patiala	-	-	1,20,58,883	0.43		
19.	Union Bank of India	4,19,616	0.02	52,67,774	0.19		
20.	Power Finance Corporation	-	-	-	-		
21.	Yes Bank Limited	-	-	-	-		
	<b>Total</b>	<b>2,11,63,578</b>	<b>1.19</b>	<b>67,61,48,978</b>	<b>24.28</b>		

4. Considering the aforesaid modifications, the revised pre-issue and post-issue shareholding pattern of the Company is likely to be as under:

Sr. No.	Category	Pre-issue as on March 1, 2013		Post-issue as on date		Post-issue after considering all allotments to CDR Lenders for conversion of FITL-II under CDR package	
		Number of shares	%	Number of shares	%	Number of shares	%
A	Promoter & Promoter Group	79,02,91,588	44.46	105,27,84,456	37.81	It is not possible to provide the post-issue shareholding pattern after considering all allotments to CDR Lenders for conversion of FITL-II since the no. of securities to be allotted cannot be ascertained at this point of time because the FITL-II amount that will accrue for a period from July 1, 2014 till September 30, 2014 is subject to reconciliation with the CDR Lenders.	
B	Public Shareholding						
1	Institutions						
	Financial Institutions / Banks	1,39,45,279	0.78	59,61,69,763	21.41		
	Insurance Companies	1,39,35,731	0.78	8,17,94,012	2.94		
	Others	15,57,27,829	8.76	19,66,84,766	7.06		
	Sub-Total	18,36,08,839	10.33	87,46,48,541	31.41		
2	Non-Institutions						
	Bodies Corporate	10,53,43,083	5.93	17,71,33,043	6.36		
	Individuals	47,21,44,805	26.56	63,06,18,601	22.64		
	Others	22,22,27,092	12.50	4,16,95,672	1.50		
	Sub-Total	79,97,14,980	44.99	84,94,47,316	30.50		
	Total Public Shareholding	98,33,23,819	55.32	172,40,95,857	61.91		
C	GDRs	37,50,240	0.21	78,14,724	0.28		
	<b>GRAND TOTAL</b>	<b>177,73,65,647</b>	<b>100.00</b>	<b>278,46,95,037</b>	<b>100.00</b>		





**SUZLON ENERGY LIMITED**

[CIN: L40100GJ1995PLC025447]

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

**PROXY FORM  
(Form MGT.11)**

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
\_\_\_\_\_  
Email ID : \_\_\_\_\_  
Folio No. / Client ID : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

1. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature : \_\_\_\_\_  
or failing him
2. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature : \_\_\_\_\_  
or failing him
3. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Nineteenth Annual General Meeting of the Company, to be held on Thursday, September 25, 2014 at 11 a.m. at J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Ordinary / Special Resolution
1.	Adoption of Financial Statements, etc. for the financial year 2013-14	Ordinary Resolution
2.	Re-appointment of Mr. Tulsi R.Tanti as Director	Ordinary Resolution
3.	Appointment of Statutory Auditors	Ordinary Resolution
4.	Regularisation of Mrs. Medha Joshi, Nominee of IDBI Bank Limited as Director	Ordinary Resolution
5.	Appointment of Mr. V.Raghuraman as an Independent Director	Ordinary Resolution
6.	Appointment of Mr. Marc Desaedeleer as an Independent Director	Ordinary Resolution
7.	Appointment of Mr. Ravi Uppal as an Independent Director	Ordinary Resolution
8.	Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company	Special Resolution
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
10.	Issue of Securities to the extent of Rs.5,000 Crores	Special Resolution

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of shareholder: \_\_\_\_\_

Signature of proxy holder(s): \_\_\_\_\_

Affix Revenue  
Stamp not less  
than Rs. 0.15

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office, not less than 48 (Forty Eight) hours before the commencement of the Nineteenth Annual General Meeting of the Company.**