

**SUZLON ENERGY LIMITED**

[CIN: L40100GJ1995PLC025447]

Registered Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

Tel.: +91-79-66045000; Fax: +91-79-26565540; website: www.suzlon.com; email id: investors@suzlon.com

**POSTAL BALLOT FORM**

(Please read the instructions carefully before completing the form)

**Serial No.**

1. Name(s) and registered address of Shareholder(s), including joint-holders, if any (in block letters) :
2. Registered Folio No. / DP ID No. / Client ID No. :
3. No. of Shares held :
4. I / We hereby exercise my / our vote in respect of the following special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 13<sup>th</sup> February 2015 of Suzlon Energy Limited (the "Company") by conveying / sending my / our assent or dissent to the said special resolutions by placing a tick (✓) mark in the appropriate column below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	To approve divestment in Servion SE, Germany			
2.	To make investments, give loans, guarantees and provide securities beyond the prescribed limits			
3.	To approve divestment in SE Forge Limited			
4.	To approve issue of up to 100 Crores equity shares of the Company on preferential basis in terms of ICDR Regulations to certain persons / entities			

Place : \_\_\_\_\_  
Date : \_\_\_\_\_ (Signature of the Shareholder)

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	User ID	Password / PIN

**NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES.**

## INSTRUCTIONS

1. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the Shareholder(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialised form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 p.m.) on 18<sup>th</sup> March 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 p.m.) on 18<sup>th</sup> March 2015.
9. The exercise of vote through postal ballot is not permitted through a proxy.
10. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e. 6<sup>th</sup> February 2015.
12. The Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
15. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

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Website: www.suzlon.com, Email id: investors@suzlon.com

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To,  
The Shareholders,

### **Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given to the Shareholders, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**", which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the "**Rules**", which shall include any statutory modifications, amendments or re-enactments thereto) and Clause 35B of the equity listing agreement executed with the stock exchanges on which equity shares of the Company are listed, for seeking approval of the Shareholders by way of special resolutions for matter as considered in the Resolutions appended below.

Section 110 of the Companies Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a listed company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution passed by means of postal ballot, instead of transacting the business in general meeting of the Company. Rule 22 of the Rules specify the list of businesses in which resolutions shall be passed only through postal ballot.

The Board of Directors of the Company has proposed to obtain the consent of the Shareholders for the matter as considered in the Resolutions appended below. Thus in terms of Section 110 of the Companies Act read with the Rules as also to facilitate wider participation in the approval process by the Shareholders residing at different locations it is proposed to obtain their consent by way of postal ballot instead of convening a general meeting of the Shareholders. The Resolutions are appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter send your assent or dissent by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form duly completed, in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5.30 p.m.) on 18<sup>th</sup> March 2015. Your assent / dissent received after 18<sup>th</sup> March 2015 would be strictly treated as if a reply from you has not been received.

#### **1. To approve divestment in Senvion SE, Germany**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a special resolution:

"RESOLVED THAT pursuant to Clause 49 of the equity listing agreement with the stock exchanges on which the equity shares of the Company are listed and further pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder (collectively the "Act") and Regulation 26(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Memorandum and Articles of Association of the Company and subject to requisite approvals including the approval of lenders and all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorised for the purpose) for divestment of either the entire investment of the Company or to an extent of 51%, held through its subsidiaries, in Senvion SE, Germany ("Senvion"), a step-down wholly owned subsidiary of the Company and a material subsidiary of the Company."

"RESOLVED FURTHER THAT Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, Mr. Girish R.Tanti, the Directors and Mr. Amit Agarwal, the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the time when the divestment be done by the Company's subsidiaries which hold shares of Senvion, the manner of divestment, extent of divestment, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment, negotiating and finalising the terms of sale / offer for sale, negotiating, finalising and executing share purchase agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may

be necessary, desirable and expedient to be agreed, signed and executed, to determine the final consideration / pricing, to approve all the resolutions of such subsidiaries which hold the shares of Senvion, to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment / offer for sale and to complete the aforesaid transaction, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

## **2. To make investments, give loans, guarantees and provide securities beyond the prescribed limits**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a special resolution:

“RESOLVED THAT in modification of earlier resolution passed under Section 372A of the Companies Act, 1956 by the Shareholders of the Company on 27<sup>th</sup> March 2014 by way of postal ballot, and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals, if any and to the extent required including that of the lenders of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make investment(s) and / or give loan(s) in the form of inter-corporate deposit(s) and / or short-term credit(s) and / or secured loan(s) to and / or give guarantee(s) and / or provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any subsidiaries, joint ventures, associate companies and / or any other body(ies) corporate as the Board may deem fit in the interest of the Company exceeding the limits permissible in terms of the Section 186 of the Companies Act, 2013, i.e. sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more; provided however that the investment(s) made and / or loan(s) granted and / or guarantee(s) and security(ies) provided, other than the investment(s) made and / or loan(s) granted and / or guarantee(s) and security(ies) provided and / or as are exempted in terms of Section 186 of the Companies Act, 2013 read with Rules made thereunder, shall not exceed Rs.3,000 Crores (Rupees Three Thousand Crores Only).”

“RESOLVED FURTHER THAT Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, Mr. Girish R.Tanti, the Directors, Mr. Amit Agarwal and Mr. Kirti J.Vagadia, the authorised representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the entity(ies) in which the investment(s) be made and / or loan(s) extended and / or guarantee(s) and security(ies) be provided, amount of investment(s) to be made and / or loan(s) to be extended and / or guarantee(s) and security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other terms for extending loan(s), as the case may be, and such other terms and conditions, and for the purpose to sign agreements, deeds, documents, guarantees, forms, indemnities, registers, letters, declarations, confirmations, undertakings and such other papers as may be necessary, desirable and expedient.”

“RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

## **3. To approve divestment in SE Forge Limited**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a special resolution:

“RESOLVED THAT pursuant to Clause 49 of the equity listing agreement with the stock exchanges on which the equity shares of the Company are listed and further pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the rules made thereunder (collectively the “Act”) and Regulation 26(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Memorandum and Articles of Association of the Company and subject to requisite approvals including the approval of lenders and all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee thereof authorised for the purpose) for divestment of either the entire or partial investment of the Company held in SE Forge Limited (“SEFL”), a wholly owned subsidiary of the Company and a material subsidiary of the Company.”

“RESOLVED FURTHER THAT Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, Mr. Girish R.Tanti, the Directors, Mr. Amit Agarwal and Mr. Kirti J.Vagadia, the authorised representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the time when the divestment be done by the

Company of the shares of SEFL, the manner of divestment, extent of divestment, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment, negotiating and finalising the terms of sale / offer for sale, negotiating, finalising and executing share purchase agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, to determine the final consideration / pricing, to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment / offer for sale and to complete the aforesaid transaction, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

**4. To approve issue of up to 100 Crores equity shares of the Company on preferential basis in terms of ICDR Regulations to certain persons / entities**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 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 “Act”) 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 the “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, Corporate Debt Restructuring Empowered Group, 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), 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 100,00,00,000 (One Hundred Crores) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price of Rs.18/- (Rupees Eighteen Only) per equity share or the minimum price determined as on the Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher, to certain persons / entities as mentioned in the explanatory statement (hereinafter referred to as the “Investors” or the “Proposed Allottees”) whether they are Shareholders 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.”

“RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is 16<sup>th</sup> February 2015 being the date which is 30 (Thirty) days prior to the date when the results of this postal ballot are announced.”

“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, Corporate Debt Restructuring Empowered Group, 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, allotment and listing of the equity shares, 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.”

**By Order of the Board  
For Suzlon Energy Limited**

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

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

**Place : Mumbai  
Dated : 13<sup>th</sup> February 2015.**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure I.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 6<sup>th</sup> February 2015.
3. The Company has appointed Mr. D S M Ram (Membership No.14939 and Certificate of Practice No.4239), Proprietor of DSMR & Associates, Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company on 19<sup>th</sup> March 2015. The results of the postal ballot will also be posted on the Company’s website [www.suzlon.com](http://www.suzlon.com) besides communicating to the stock exchanges on which the shares of the Company are listed.
4. In compliance with Clause 35B of the Equity Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited (“Karvy”) for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of physical mode. E-voting is optional for the Shareholders. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting); can download Postal Ballot Form from <https://evoting.karvy.com> or [www.suzlon.com](http://www.suzlon.com).

The instructions for the Shareholders for e-voting are as under:

**(a) In case of Shareholders receiving e-mail from Karvy:**

- (i) Open your web browser during the voting period and navigate to ‘<https://evoting.karvy.com>’.
- (ii) Enter the login credentials, i.e. user-id & password, mentioned on the Postal Ballot Form / 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
	For Shareholders holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / 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) Shareholders 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 Shareholders (corporate / Fls / Flls / 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 [ram.devata@gmail.com](mailto:ram.devata@gmail.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".
- (xii) In case Shareholders desiring split voting, i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link URL: <https://evoting.karvy.com> or [www.suzlon.com](http://www.suzlon.com) or by obtaining duplicate Form from the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Unit: Suzlon Energy Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081.

**(b) In case of Shareholders receiving Postal Ballot Form by Post / Courier:**

- (i) Initial password is provided as per the below format at the bottom of the Postal Ballot Form.

EVEN	USER ID	PASSWORD / PIN
<b>(E Voting Event Number)</b>		

- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
  - (c) 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).
  - (d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or [www.suzlon.com](http://www.suzlon.com) or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, Unit: Suzlon Energy Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081, fill in the details and send the same to the Scrutinizer.
  6. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done by e-voting shall prevail and voting done through valid Physical Ballot will be treated as invalid.
  7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.

8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. 6<sup>th</sup> February 2015.
9. The portal will remain open for voting from 17<sup>th</sup> February 2015 (9.00 a.m. IST) to 18<sup>th</sup> March 2015 (5.30 p.m. IST) both days inclusive. During this period the Shareholders of the Company holding shares either in physical form or dematerialised form, as on the cut off date of 6<sup>th</sup> February 2015 may cast their vote electronically. The e-voting module will be disabled on 18<sup>th</sup> March 2015 at 5.30 p.m.
10. The Scrutinizer will submit his report to the Managing Director or any Director or the Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the Registered Office of the Company situate at "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009 on 19<sup>th</sup> March 2015. The results of the Postal Ballot will also be posted on the Company's website [www.suzlon.com](http://www.suzlon.com) and on Karvy's website <https://evoting.karvy.com> and communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
11. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of despatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Ahmedabad, Gujarat.
12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

### **Annexure I to the Notice**

#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

##### **Agenda Item No.1: To approve divestment in Servion SE, Germany**

The Company, since quite some time, has been taking various initiatives for liability management. After successful completion of corporate debt restructuring, the Company has also successfully restructured the majority of its Foreign Currency Convertible Bonds by a cashless exchange with new bonds having maturity in 2019. Apart from such measures, the Company has also divested from Suzlon Energy (Tianjin) Limited, China to an extent of 75% as also sold Edison's wind power project in the USA, and has tried to infuse much needed liquidity in the system. The Company is also aggressively pursuing the disposal off its other non-core assets.

Apart from the above and as has been mandated by CDR EG, it is now proposed to divest from Servion SE, Germany ("Servion"), a step-down wholly owned subsidiary, which is considered as a material subsidiary of the Company, which would facilitate further improving the liquidity position of the Company and help debt reduction.

Several options continue to be explored for monetising the Company's international asset being Servion including partial or complete divestment of Servion or raising equity. Suzlon Group has now received a binding offer from Centerbridge Partners LP, USA for 100% acquisition of Servion at a price of Euro 1 billion, with a potential earn out of up to Euro 50 million, the closing of which is subject to regulatory, financing and other customary closing conditions.

The Board was further informed that Centerbridge Partners LP, USA, which ultimately controls the proposed buyer, Rapid Holding GmbH, Germany, is not related to the promoter and promoter group and the proposed transaction shall not constitute a related party transaction.

As stated earlier, an option to raise equity at Servion was also being considered. Since 100% sale to Centerbridge Partners LP, USA is subject to regulatory, financing and other customary closing conditions and if the said transaction does not materialise for some reason, the Company would want to keep the option of an initial public offering of Servion by offer for sale of 51% of its indirect shareholding.

The funds raised by such complete or partial divestment are proposed to be used by the Company towards repayment of a portion of its debts and for the business growth of the Company. Having paid-off such Rupee debts, there would be substantial saving in interest cost and the Company would be in a better position to focus on business.

Clause 49(V)(F) of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal. A material subsidiary, in terms of the Company's Policy on Material Subsidiary, means (a) a subsidiary in which the investment made by the Suzlon group in the share capital of such subsidiary company exceeds 20% of its consolidated net worth as per the audited consolidated financial statements; or (b) the income of the subsidiary exceeds 20% of the consolidated income as per the audited consolidated financial statements during the previous financial year. In Fiscal Year 2014 Servion contributed 72.09% of the consolidated revenue of the Company. Thus since Servion meets the said criteria of being a Material Subsidiary of the Company, it would be required to seek approval of the Shareholders of the Company for divesting from Servion either completely or partly to an extent of 51%.

In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution at



the general meeting of the company. In terms of explanation to Section 180(1)(a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Since the Company does not directly hold the investment in Senvion, the provisions of Section 180(1)(a) of the Companies Act, 2013 would not be theoretically attracted, however since the Company's investment in Senvion directly and indirectly through its subsidiaries exceeds 20% of its consolidated net worth and since Senvion also generated 20% of the total income of the Company on a consolidated basis during the previous financial year, it would be prudent from a governance perspective and also as a matter of abundant caution desirable to seek the approval of the Shareholders in terms of Section 180(1)(a) of the Companies Act, 2013.

In view of the aforesaid provisions, you are requested to grant your consent to the special resolution as set out at Agenda Item No.1 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.2: To make investments, give loans, guarantees and provide securities beyond the prescribed limits**

In terms of Section 186 of the Companies Act, 2013, which has been made effective from 1<sup>st</sup> April 2014, no company shall directly or indirectly,

(a) give any loan to any person or other body corporate;

(b) give any guarantee, or provide security, in connection with a loan to any other body corporate or person; and

(c) acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account, or one hundred per cent of its free reserves and securities premium account, whichever is more unless authorised by a special resolution passed in a general meeting of the members of the company.

The Shareholders of the Company by way of postal ballot had passed a special resolution under Section 372A of the Companies Act, 1956 on 27<sup>th</sup> March 2014, authorising the Board to make investment(s) and / or give loan(s) and / or provide guarantee(s) and / or security(ies) not exceeding the limits permitted under the Companies Act, 1956 or Rs.2,750 Crores, whichever is higher, unless otherwise resolved.

The Company in routine course of business and / or for furtherance of its business including venturing into the new business of setting-up of independent power projects, either on its own accord and / or through joint venture, and / or for organic / inorganic business opportunities may consider investing in equity and / or preference shares and / or any other equity linked instruments and / or any other instruments and / or by way of extending loans in the form of inter-corporate deposits or otherwise in various body(ies) corporate and / or give guarantee or provide security in connection with a loan to any other body corporate or person or persons, as the Board may deem fit, which may exceed the limits prescribed under Section 186 of the Companies Act, 2013. In light of the same and considering the fact that Section 186 of the Companies Act, 2013 has become effective from 1<sup>st</sup> April 2014 as also read with General Circular of Ministry of Corporate Affairs No.32/2014 dated 23<sup>rd</sup> July 2014, it is felt desirable to obtain fresh consent of the Company in terms of the provisions of Section 186 of the Companies Act, 2013 to make investment(s) and / or give loan(s) and / or provide guarantee(s) and / or security(ies) beyond the prescribed limits and to an extent of Rs.3,000 Crores.

In view of the aforesaid provisions, you are requested to grant your consent to the special resolution as set out at Agenda Item No.2 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.3: To approve divestment in SE Forge Limited**

The Company, since quite some time, has been taking various initiatives for liability management. Apart from the above and as has been mandated by CDR EG, the Company is also aggressively exploring possibilities of disposing off SE Forge Limited, its wholly owned subsidiary and a material subsidiary. While such divestment may not realise anything against equity investment (which has already been fully impaired) made by the Company since the said SE Forge Limited has negative Net Worth and is highly indebted, however having divested, the Company would be in a position to reduce its Consolidated debts and also would be in a better position to focus on its core business.

Clause 49(V)(F) of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal. A material subsidiary, in terms of the Company's Policy on Material Subsidiary, means (a) a subsidiary in which the investment made by the Suzlon group in the share capital of such subsidiary company exceeds 20% of its consolidated net worth as per the audited consolidated financial statements; or (b) the income of the subsidiary exceeds 20% of the consolidated income as per the audited consolidated financial statements during the previous financial year. Thus since SE Forge Limited meets the said criteria of being a Material Subsidiary of the Company, it would be required to seek approval of the Shareholders of the Company for divesting from SE Forge Limited either completely or partly.

In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution at the general meeting of the company. In terms of explanation to Section 180(1)(a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Since the Company's investment in SE Forge Limited exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year, it would be necessary to seek the approval of the Shareholders in terms of Section 180(1)(a) of the Companies Act, 2013.

In view of the aforesaid provisions, you are requested to grant your consent to the special 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: To approve issue of up to 100 Crores equity shares of the Company on preferential basis in terms of ICDR Regulations to certain persons / entities.**

Certain persons / entities as detailed hereinafter (hereinafter collectively referred to as the "Investors" or "Proposed Allottees") intend to support the Company, as agreed upon in terms of the subscription agreement and the shareholders' agreement, in achieving the growth of the business of the Company and accordingly are desirous of infusing funds in form of equity share capital and which is proposed to be inter alia used for investment in renewable independent power producer business, capital expenditure and working capital requirement of the existing businesses. In addition to the above, the Company will also be availing working capital facilities through credit enhancement provided by one or more of the entities owned by one or more of the Proposed Allottees. Also, the Proposed Allottees have agreed to set-up a joint venture with the Company for setting-up of independent power projects in renewable sector. Availment of working capital facilities through credit enhancement and setting-up of a joint venture are subject to closing conditions specific to those transactions.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot, in one or more tranches, up to 100,00,00,000 (One Hundred Crores) fully paid-up equity shares of Rs.2/- (Rupees Two Only) each of the Company, at a price of Rs.18/- (Rupees Eighteen Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher, to the Proposed Allottees as mentioned below.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

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

The object of the issue is for investment in renewable independent power producer business, capital expenditure, working capital requirement of the existing businesses and such other purposes as may be determined from time to time.

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

The Board intends to offer, issue and allot up to 100,00,00,000 (One Hundred Crores) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at a price of Rs.18/- (Rupees Eighteen Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.

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

The issue price is Rs.18/- (Rupees Eighteen Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.

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

As such this is not applicable in the present case since the Company is a listed company and the pricing is in terms of the ICDR Regulations. However, in terms of the subscription agreement, it is agreed that the issue price shall be Rs.18/- (Rupees Eighteen Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.

**(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 minimum price is 16<sup>th</sup> February 2015, being a date which is 30 (Thirty) days prior to the date when the results of this postal ballot are announced, i.e. 19<sup>th</sup> March 2015. It is hereby clarified that the thirtieth day prior to the date when the results of this postal ballot are to be announced is 17<sup>th</sup> February 2015 which is a trading holiday and hence the Relevant Date is 16<sup>th</sup> February 2015 in terms of explanation to Regulation 71 of the ICDR Regulations.

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

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no.(ix) below.

**(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 current 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 Proposed Allottees 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 Allottees, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:**

Details of the Proposed Allottees:

S. N.	Proposed Allottees	Natural person who ultimately controls the Proposed Allottee	Maximum no. of equity shares	Value in Rs. (Approx.)	Pre-Issue shareholding		Post-Issue shareholding	
					No. of shares	%	No. of shares	%
1	Family Investment Pvt. Ltd.	Mr. Dilip S. Shanghvi	22,500,000	405,000,000	-	-	22,500,000	0.51
2	Quality Investment Pvt. Ltd.	Mr. Dilip S. Shanghvi	25,400,000	457,200,000	-	-	25,400,000	0.58
3	Tejaskiran Pharmachem Pvt. Ltd.	Mr. Dilip S. Shanghvi	27,900,000	502,200,000	-	-	27,900,000	0.63
4	Viditi Investment Pvt. Ltd.	Mr. Dilip S. Shanghvi	31,000,000	558,000,000	-	-	31,000,000	0.7
5	Virtuous Finance Pvt. Ltd.	Mr. Dilip S. Shanghvi	18,500,000	333,000,000	-	-	18,500,000	0.42
6	Virtuous Share Investments Pvt. Ltd.	Mr. Dilip S. Shanghvi	13,000,000	234,000,000	-	-	13,000,000	0.3
7	Aalok D. Shanghvi	Not applicable	68,000,000	1,224,000,000	-	-	68,000,000	1.54
8	Vibha Shanghvi	Not applicable	68,000,000	1,224,000,000	-	-	68,000,000	1.54
9	Vidhi D. Shanghvi	Not applicable	68,000,000	1,224,000,000	-	-	68,000,000	1.54
10	Family Investment Pvt. Ltd. J/w. Quality Investment Pvt. Ltd. J/w. Kumud S. Shanghvi <sup>#</sup>	Mr. Dilip S. Shanghvi	100,900,000	1,816,200,000	-	-	100,900,000	2.29
11	Tejaskiran Pharmachem Pvt. Ltd. J/w. Virtuous Finance Pvt. Ltd. J/w. Aalok S. Shanghvi <sup>§</sup>	Mr. Dilip S. Shanghvi	100,900,000	1,816,200,000	-	-	100,900,000	2.29
12	Viditi Investment Pvt. Ltd. J/w. Virtuous Share Investments Pvt. Ltd. J/w. Vibha Shanghvi <sup>§</sup>	Mr. Dilip S. Shanghvi	100,900,000	1,816,200,000	-	-	100,900,000	2.29
13	Aditya Medisales Ltd. J/w. Unimed Investments Ltd. J/w. Ms. Vidhi Shanghvi <sup>*</sup>	Mr. Dilip S. Shanghvi	55,000,000	990,000,000	-	-	55,000,000	1.25
14	Sudhir V. Valia	Not applicable	5,000,000	90,000,000	-	-	5,000,000	0.11
15	Raksha S. Valia	Not applicable	5,000,000	90,000,000	-	-	5,000,000	0.11
16	Neostar Developers LLP	Mr. Sudhir V. Valia & Mr. Vijay M. Parekh	85,000,000	1,530,000,000	-	-	85,000,000	1.93
17	Real Gold Developers LLP	Mr. Sudhir V. Valia & Mr. Vijay M. Parekh	85,000,000	1,530,000,000	-	-	85,000,000	1.93
18	Suraksha Buildwell LLP	Mr. Sudhir V. Valia & Mr. Vijay M. Parekh	110,000,000	1,980,000,000	-	-	110,000,000	2.5
19	Vijay M. Parekh	Not applicable	5,000,000	90,000,000	-	-	5,000,000	0.11
20	Paresh M. Parekh	Not applicable	5,000,000	90,000,000	-	-	5,000,000	0.11
	<b>TOTAL</b>		<b>1,000,000,000</b>	<b>18,000,000,000</b>			<b>1,000,000,000</b>	<b>22.71</b>

<sup>#</sup> In the capacity of partners of M/s. Sunrise Associates, <sup>§</sup> In the capacity of partners of M/s. Goldenstar Enterprises, <sup>§</sup> In the capacity of partners of M/s. Pioneer Resources, <sup>\*</sup> In the capacity of partners of M/s. Expert Vision.

**Note:** The post issue paid-up capital of the Company is subject to alterations on account of (i) exercise of options granted under existing ESOP Schemes of the Company, if any as well as under any new ESOP / ESPS Schemes and (ii) the conversion of the existing convertible securities issued by the Company including foreign currency convertible bonds (FCCBs) and consequently the post-issue shareholding percentage of the Proposed Allottee(s) mentioned above may also stand altered.

**(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. Certain unanimous vote items will require consent of both the current Promoters and the Proposed Allottees. Consequently, the Proposed Allottees would be said to have the 'control' for the purposes of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Subsequently the Proposed Allottees will make an open offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The terms of the inter se shareholders' agreement between the current Promoters and the Proposed Allottees include a pooling-voting arrangement where the voting rights in respect of the shares proposed to be allotted to the Proposed Allottees will be exercised per the recommendations of the current Promoters other than certain unanimous vote items.

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

Post 31<sup>st</sup> March 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
25 <sup>th</sup> April 2014	6,91,70,785 equity shares of Rs.2/- each	Rs.18.51 (Relevant date of 31 <sup>st</sup> December 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
25 <sup>th</sup> April 2014	6,78,70,655 equity shares of Rs.2/- each	Rs.10.48 (Relevant date of 25 <sup>th</sup> February 2014)	17	Preferential allotment to certain persons / entities in terms of ICDR Regulations
25 <sup>th</sup> April 2014	4,29,38,931 equity shares of Rs.2/- each	Rs.10.48 (Relevant date of 25 <sup>th</sup> February 2014)	1	Preferential allotment to promoters in consideration for conversion of unsecured loan of Rs.45 Crores in terms of ICDR Regulations
16 <sup>th</sup> May 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
16 <sup>th</sup> May 2014	3,48,40,583 equity shares of Rs.2/- each	Conversion Price of Rs.13.49 (Relevant date of 16 <sup>th</sup> April 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
22 <sup>nd</sup> July 2014	7,16,32,902 equity shares of Rs.2/- each	Rs.18.51 (Relevant date of 31 <sup>st</sup> December 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
17 <sup>th</sup> October 2014	34,37,493 equity shares of Rs.2/- each	Rs.18.51 (Relevant date of 31 <sup>st</sup> December 2012)	1	Preferential allotment to ICICI Bank Limited in consideration for ICICI's sacrifice in terms of CDR Package
18 <sup>th</sup> November 2014	7,11,50,361 equity shares of Rs.2/- each	Rs.18.51 (Relevant date of 31 <sup>st</sup> December 2012)	18	Preferential allotment to CDR Lenders in consideration for conversion of funded interest term loan accrued for a period from July 1, 2014 till September 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**

This is not applicable in the present case since the Company being a listed company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash consideration.

**(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 Proposed Allottees is provided hereunder:

Sr. No.	Category	Pre-Issue as of 5 <sup>th</sup> February 2015		Post-Issue	
		Number of shares	% of shareholding	Number of shares	% of shareholding
<b>A</b>	<b>Promoters' holding:</b>				
1	Indian:				
	Individual	598384000	17.58	598384000	13.59
	Bodies Corporate	454400456	13.35	454400456	10.32
	<b>Sub Total (A1)</b>	<b>1052784456</b>	<b>30.94</b>	<b>1052784456</b>	<b>23.91</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>1052784456</b>	<b>30.94</b>	<b>1052784456</b>	<b>23.91</b>
<b>B</b>	<b>Non-Promoters' Shareholding</b>				
1	Institutional Investors				
	Financial Institutions / Banks	661976810	19.45	661976810	15.03
	Insurance Companies	90232017	2.65	90232017	2.05
	Others	393964309	11.58	393964309	8.95
	<b>Sub-Total (B1)</b>	<b>1146173136</b>	<b>33.68</b>	<b>1146173136</b>	<b>26.03</b>
2	Non-Institutions:				
	Private Corporate Bodies	330269566	9.70	330269566	7.50
	Directors and Relatives (other than Promoters)	1000	0.00	1000	0.00
	Indian Public	802422929	23.58	802422929	18.23
	Others (including NRI)	63029150	1.85	63029150	1.43
	Proposed Allottees*	0	0.00	100000000	22.71
	<b>Sub-Total (B2)</b>	<b>1195722645</b>	<b>35.14</b>	<b>2195722645</b>	<b>49.87</b>
	<b>Sub-Total B [(B1) + (B2)]</b>	<b>2341895781</b>	<b>68.82</b>	<b>3341895781</b>	<b>75.90</b>
<b>C</b>	<b>GDRs</b>	<b>8458524</b>	<b>0.25</b>	<b>8458524</b>	<b>0.19</b>
	<b>GRAND TOTAL [(A) + (B) + (C)]</b>	<b>3403138761</b>	<b>100.00</b>	<b>4403138761</b>	<b>100.00</b>

\* Based on the pooling-voting arrangement where the voting rights in respect of the shares proposed to be allotted to the Proposed Allottees will be exercised per the recommendations of the current Promoters, the Proposed Allottees, being the persons acting in concert, have not been classified as the Promoters.

**Note:** The post issue paid-up capital of the Company is subject to alterations on account of (i) exercise of options granted under existing ESOP Schemes of the Company, if any as well as under any new ESOP / ESPS Schemes and (ii) the conversion of the existing convertible securities issued by the Company including foreign currency convertible bonds (FCCBs) and consequently the post-issue shareholding percentage of the Proposed Allottee(s) mentioned above may also stand altered.

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 Statutory Auditors certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection at the registered office of the Company on or after 17<sup>th</sup> February 2015 between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of the Postal Ballot.

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

The securities allotted to Proposed Allottees 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 Act 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.

The copy of the subscription agreement and the shareholders' agreement are available for inspection at the registered office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of the Postal Ballot.

Except for Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti, the directors of the Company who are interested in this resolution to the extent of their rights and obligations under the aforementioned shareholders' agreement, 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 Allottees.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.4 of the accompanying Notice.

**By Order of the Board  
For Suzlon Energy Limited**

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

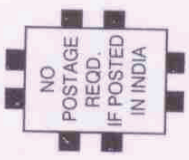
**Registered Office:  
"Suzlon", 5, Shrimali Society,  
Near Shri Krishna Complex,  
Navrangpura,  
Ahmedabad-380009.**

**Place : Mumbai  
Dated : 13<sup>th</sup> February 2015.**

Postage  
will be paid  
by the  
Addressee

**BUSINESS REPLY ENVELOPE**

**B.R. PERMIT NO. HDC/B-1070  
CYBERABAD POST OFFICE  
HYDERABAD - 500 081**



To  
**Mr. D S M RAM**  
SCRUTINIZER  
**C/o Kavy Computershare Private Limited**  
**Unit : Suzlon Energy Limited**  
Plot No 17-24, Vittal Rao Nagar,  
Madhapur, Hyderabad - 500081.

**SUZLON**  
POWERING A GREENER TOMORROW





*If undelivered, please return to :*

**KARVY**  **Computershare**

**Karvy Computershare Private Limited**

**Unit: Suzlon Energy Limited**

Plot No. 17-24, Vittal Rao Nagar,

Madhapur, Hyderabad - 500081