

S ANAND SS RAO, M.Com., LL.B., F.C.S

COMPANY SECRETARY IN PRACTICE

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12th April, 2013

Hyderabad.

SCRUTINIZER'S REPORT

The Chairman
Suzlon Energy Limited,
Suzlon", 5, Shrimali Society,
Near Shri Krishna Complex,
Navrangpura,
Ahmedabad-380009

Dear Sir,

1. The board of directors of the company had appointed me as Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
3. The company has completed on 12th March 2013 the dispatch of notice, postal ballot forms along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members/List of Beneficiaries as on 1st March 2013.
4. Particulars of the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were kept under my safe custody in sealed and tampered proof ballot boxes before commencing the scrutiny of such postal ballot forms.
6. The Ballot Boxes were opened on 11th April, 2013, at 5.30 PM in my presence.
7. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with Register of Members of the company /list of beneficiaries as on 1st March 2013.
8. All ballot forms received up to the close of working hours (5.30 PM on 11th April, 2013) the last date and time fixed by the company for receipt of the forms were considered for scrutiny.
9. No Envelops containing the postal ballot forms are received after 5.30 PM on 11th April, 2013.



10. Envelopes containing the postal ballot forms returned undelivered were also not opened and they are kept separately.

11. I did not find any defaced or mutilated ballot papers.

12. SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED ARE GIVEN BELOW:

Subject Matter of Item No.1 Resolution 1 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION TO APPROVE CDR PACKAGE

Sl.No.	Particulars	No.of postal Ballot forms	No.of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	59	150222	0.01	
c	Net Valid Postal Ballot in physical	441	886234085	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1493	10511325	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in Electronic	1493	10511325	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode (c+c)	1934	896745410	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	420	886208405		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1397	10458177		
	Total Postal Ballot with ASSENT in physical and electronic mode	1817	896666582		99.99%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	21	25680		
G	Postal Ballot Forms with Dissent r as Special Resolution – Electronic	96	53148		
	Total Postal Ballot with DISSENT in physical and electronic mode	117	78828		0.01%
	In brief, Total Votes polled FOR- SPECIAL -RESOLUTION is 99.99% and total Votes polled Against Resolution is 0.01 %				

Item No.1-RESOLUTION 1 PASSED AS SPECIAL RESOLUTION

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Subject Matter of Item No.2: Resolution 2 as ORDINARY RESOLUTION:

DESCRIPTION: Ordinary Resolution u/s, 94, 97 of the Companies Act 1956 for increase in the Authorised Share Capital of the Company

Sl.No.	Particulars	No.of postal Ballot forms	No.of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	500	886384307	49.87	
B	Less:Invalid Postal Ballot forms	37	146807	0.01	
C	Net Valid Postal Ballot in physical	463	886237500	49.86	
	Electronic Mode				
A	Total Postal Ballot Forms received	1496	10511842	0.59	
B	Less:Invalid Postal Ballot forms	0	0	0.00	
C	Net Valid Postal Ballot in electronic	1496	10511842	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode(c+c)	1959	896749342	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	439	886211364		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1364	10397761		
	Total Postal Ballot with ASSENT in physical and electronic mode	1803	896609125		99.98%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	24	26136		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	132	114081		
	Total Postal Ballot with DISSENT in physical and electronic mode	156	140217		0.02%
	In brief, Total Votes polled FOR-ORDINARY RESOLUTION is 98.98% and total Votes polled Against Resolution is 0.02 %				

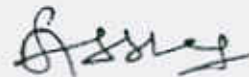
Item No.2-RESOLUTION 2 PASSED AS ORDINARY RESOLUTION

Subject Matter of Item No.3: Resolution 3 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 81(1A) of the Companies Act 1956 for issue of Equity Shares / Compulsory Convertible Debentures of the company Preferential Basis to CDR lenders in consideration of Funded Interest Term Loan(s)

Sl.No.	Particulars	No.of postal	No.of Shares	% of total paid up equity capital	% of total votes polled
		Ballot forms			
	Physical Mode:				
A	Total Postal Ballot Forms received	500	886384307	49.87	
B	Less:Invalid Postal Ballot forms	33	141326	0.01	
C	Net Valid Postal Ballot in physical	467	886242981	49.86	
	Electronic Mode				
A	Total Postal Ballot Forms received	1484	10486478	0.59	
B	Less:Invalid Postal Ballot forms	0	0	0.00	
C	Net Valid Postal Ballot in electronic	1484	10486478	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode(c+c)	1951	896729459	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution - Physical	437	886217291		
E	Postal Ballot Forms with Assent as Special Resolution - Electronic	1300	10341493		
	Total Postal Ballot with ASSENT in physical and electronic mode	1737	896558784		99.98%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	30	25690		
G	Postal Ballot Forms with Dissent as Special Resolution - Electronic	184	144985		
	Total Postal Ballot with DISSENT in physical and electronic mode	214	170675		0.02%
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.98% and total Votes polled Against Resolution is 0.02%				

Item No.3-RESOLUTION 3 PASSED AS SPECIAL RESOLUTION



Subject Matter of Item No.4: Resolution 4 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 81(1A) of the Companies Act 1956 for issue of Equity Shares / Compulsory Convertible Debentures of the company Preferential Basis to non-CDR lenders in consideration of Funded Interest Term Loan(s)

Sl.No.	Particulars	No.of postal Ballot forms	No.of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	34	141576	0.01	
c	Net Valid Postal Ballot in physical	466	886242731	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1467	10477965	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1467	10477965	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode (c+c)	1933	896720696	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	433	886215171		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1228	10249841		
	Total Postal Ballot with ASSENT in physical and electronic mode	1661	896465012		99.97%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	33	27560		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	239	228124		0.03%
	Total Postal Ballot with DISSENT in physical and electronic mode	272	255684		
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.97% and total Votes polled Against Resolution is 0.03 %				

Item No.4-RESOLUTION 4 PASSED AS SPECIAL RESOLUTION

Subject Matter of Item No.5: Resolution 5 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 81(1A) of the Companies Act 1956 for issue of Equity Shares of the company Preferential Basis to IDBI BANK LIMITED for the sacrifice.

Sl.No.	Particulars	No.of postal Ballot forms	No.of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	33	141472	0.01	
c	Net Valid Postal Ballot in physical	467	886242835	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1469	10491091	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1469	10491091	0.59	
c	Total Net Valid Postal Ballot in physical and electronic mode (c+c)	1936	896733926	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	441	886217105		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1227	10274986		
	Total Postal Ballot with ASSENT in physical and electronic mode	1668	896492091		99.97%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	26	25730		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	242	216105		
	Total Postal Ballot with DISSENT in physical and electronic mode	268	241835		0.03%
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.97% and total Votes polled Against Resolution is 0.03 %				

Item No.5-RESOLUTION 5 PASSED AS SPECIAL RESOLUTION



Subject Matter of Item No.6: Resolution 6 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 81(1A) of the Companies Act 1956 for issue of Equity Shares/ Compulsory Convertible Debentures of the company Preferential Basis to the promoters

Sl.No.	Particulars	No.of postal Ballot forms	No.of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	35	143167	0.01	
c	Net Valid Postal Ballot in physical	465	886241140	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1468	10473897	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1468	10473897	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode(c+c)	1933	896715037	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	433	886214429		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1149	10160036		
	Total Postal Ballot with ASSENT in physical and electronic mode	1582	896374465		99.96%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	32	26711		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	319	313861		
	Total Postal Ballot with DISSENT in physical and electronic mode	351	340572		0.04%
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.96% and total Votes polled Against Resolution is 0.04 %				

Item No.6-RESOLUTION 6 PASSED AS SPECIAL RESOLUTION

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Subject Matter of Item No.7: Resolution 7 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 81(1A) of the Companies Act 1956 for issue of Equity Shares / Compulsory Convertible Debentures of the company Preferential Basis to M/s. Samimeru Windfarms Private Limited.

Sl.No.	Particulars	No.of postal	No.of Shares	% of total paid up equity capital	% of total votes polled
		Ballot forms			
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	35	143201	0.01	
c	Net Valid Postal Ballot in physical	465	886241106	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1460	10460734	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1460	10460734	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode(c+c)	1925	896701840	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	430	886207314		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1135	10147197		
	Total Postal Ballot with ASSENT in physical and electronic mode	1565	896354511		99.96%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	35	33792		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	325	313537		
	Total Postal Ballot with DISSENT in physical and electronic mode	360	347329		0.04%
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.96% and total Votes polled Against Resolution is 0.04 %				

Item No.7-RESOLUTION 7 PASSED AS SPECIAL RESOLUTION

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Subject Matter of Item No.8: Resolution 8 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 16, 17 of the Companies Act 1956 for amendment in the Object Clause of the Memorandum of Association of the company

Sl.No.	Particulars	No.of postal	No.of Shares	% of total paid up equity capital	% of total votes polled
		Ballot forms			
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	34	141297	0.01	
c	Net Valid Postal Ballot in physical	466	886243010	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1462	10425264	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1462	10425264	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode(c+c)	1928	896668274	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	439	886216930		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1310	10306647		
	Total Postal Ballot with ASSENT in physical and electronic mode	1749	896523577		99.98%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	27	26080		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	152	118617		
	Total Postal Ballot with DISSENT in physical and electronic mode	179	144697		0.02%
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.98% and total Votes polled Against Resolution is 0.02 %				

Item No.8-RESOLUTION 8 PASSED AS SPECIAL RESOLUTION

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Subject Matter of Item No.9: Resolution 9 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 149(2A) of the Companies Act 1956 for Commencement of business as specified in the Other Object Clause of the Memorandum of Association of the company

Sl.No.	Particulars	No.of postal	No.of Shares	% of total paid up equity capital	% of total votes polled
		Ballot forms			
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	34	141377	0.01	
c	Net Valid Postal Ballot in physical	466	886242930	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1462	10490100	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1462	10490100	0.59	
c	Total Net Valid Postal Ballot in physical and electronic mode(c+c)	1928	896733030	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	440	886217250		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1325	10401748		
	Total Postal Ballot with ASSENT in physical and electronic mode	1765	896618998		99.99%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	26	25680		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	137	88352		
	Total Postal Ballot with DISSENT in physical and electronic mode	163	114032		0.01%
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.99% and total Votes polled Against Resolution is 0.01 %				

Item No.9-RESOLUTION 9 PASSED AS SPECIAL RESOLUTION



Subject Matter of Item No.10: Resolution 10 as **ORDINARY RESOLUTION:**

DESCRIPTION: Ordinary Resolution u/s, 293(1)(a) of the Companies Act 1956 for Sale of Undertaking(s) of the Company

Sl.No.	Particulars	No.of postal Ballot forms	No.of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	35	141632	0.01	
c	Net Valid Postal Ballot in physical	465	886242675	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1477	10057836	0.57	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1477	10057836	0.57	
	Total Net Valid Postal Ballot in physical and electronic mode (c+c)	1942	896300511	50.43	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	390	826176997		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1235	9895703		
	Total Postal Ballot with ASSENT in physical and electronic mode	1625	836072700		93.28%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	75	60065678		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	242	162133		
	Total Postal Ballot with DISSENT in physical and electronic mode	317	60227811		6.72%
	In brief, Total Votes polled FOR-ORDINARY RESOLUTION is 93.28% and total Votes polled Against Resolution is 6.72 %				

Item No.10-RESOLUTION 10 PASSED AS ORDINARY RESOLUTION

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Subject Matter of Item No.11: Resolution 11 as SPECIAL RESOLUTION:

DESCRIPTION: SPECIAL RESOLUTION u/s, 81(1A) of the Companies Act 1956 for issue of Equity Shares of the company on Preferential Basis to M/s. Kalthia Group

Sl.No.	Particulars	No.of postal	No.of Shares	% of total paid	% of total votes
		Ballot forms		up equity capital	polled
	Physical Mode:				
a	Total Postal Ballot Forms received	500	886384307	49.87	
b	Less:Invalid Postal Ballot forms	34	141332	0.01	
c	Net Valid Postal Ballot in physical	466	886242975	49.86	
	Electronic Mode				
a	Total Postal Ballot Forms received	1485	10479605	0.59	
b	Less:Invalid Postal Ballot forms	0	0	0.00	
c	Net Valid Postal Ballot in electronic	1485	10479605	0.59	
	Total Net Valid Postal Ballot in physical and electronic mode(c+c)	1951	896722580	50.45	100%
D	Postal Ballot Forms with Assent as Special Resolution – Physical	425	886208352		
E	Postal Ballot Forms with Assent as Special Resolution – Electronic	1068	10014962		
	Total Postal Ballot with ASSENT in physical and electronic mode	1493	896223314		99.94%
F	Postal Ballot Forms with Dissent as Special Resolution - Physical	41	34623		
G	Postal Ballot Forms with Dissent as Special Resolution – Electronic	417	464643		
	Total Postal Ballot with DISSENT in physical and electronic mode	458	499266		0.06%
	In brief, Total Votes polled FOR-SPECIAL RESOLUTION is 99.94% and total Votes polled Against Resolution is 0.06 %				

Item No.11-RESOLUTION 11 PASSED AS SPECIAL RESOLUTION

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13. I have handed over the postal ballot forms and other related papers/registers and records for the safe custody to the Company Secretary to supervise the postal ballot process.

14. You may accordingly declare the result on the voting by postal ballot.

Thanking you



(S.Anand S.S.Rao,)

Company Secretary in practice

CP NO.5687

