

SUZLON ENERGY LIMITED

CIN: L40100GJ1995PLC025447

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009; Tel.: +91.79.6604 5000; website: www.suzlon.com; Email id: investors@suzlon.com

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting (the "Meeting") of Suzlon Energy Limited (the "Company") will be held on Thursday, September 25, 2025, at 11.00 a.m. (IST) through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt Financial Statements, etc. for the financial year 2024-25

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025, on standalone and consolidated basis and the reports of the Board of Directors and Auditors thereon.

2. To re-appoint Mr. Girish R.Tanti as Director

To appoint a director in place of Mr. Girish R.Tanti (DIN: 00002603), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve remuneration of the Cost Auditors for the financial year 2025-26

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. D.C. Dave & Co., Cost Accountants (Firm Registration No.000611), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2025-26, be paid a remuneration of ₹ 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution."

4. To appoint M/s. Chirag Shah and Associates, Company Secretaries, as the Secretarial Auditors of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as recommended by the Audit Committee and the Board of Directors of the Company at their respective meetings held on August 12, 2025, M/s. Chirag Shah and Associates, Company Secretaries (Firm Registration No.P2000GJ069200), be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a term of five years from the conclusion of the ensuing Thirtieth Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting of the Company to be held in the year 2030 to conduct the audit of the Secretarial Records of the Company for the financial year 2025-26 up to the financial year 2029-30, at such remuneration plus taxes, out-of-pocket expenses, etc., as may be mutually agreed between the Chairman and the Secretarial Auditors."

5. To approve re-appointment of Mr. Vinod R.Tanti as the Managing Director of the Company

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable and as recommended and approved by the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their respective meetings held on August 12, 2025, Mr. Vinod R.Tanti (DIN: 00002266) be and is hereby re-appointed as the Managing Director of the Company for a further period of 5 (five) years with effect from October 7, 2025 up to October 6, 2030, on the following terms and conditions:

Sr. No.	Component	Eligibility
1.	Fixed salary	₹ 6,00,00,000/- (Rupees Six Crores Only) per annum for the first year and an annual increment of 10% per annum from second year onwards
2.	Performance linked incentive	0.50% of profit after tax (PAT) for the first financial year and an annual increase of 0.10% from second financial year onwards (i.e. 0.60% of PAT for second financial year, 0.70% of PAT for third financial year, 0.80% of PAT for fourth financial year and 0.90% of PAT for fifth financial year).
3.	Perquisites	<ul style="list-style-type: none"> Medical benefits for self and family: All medical expenses incurred by the Managing Director and his family shall be reimbursed in accordance with the Suzlon Group Mediclaim Policy, Insurance: As per Suzlon Group Accident Policy and Group Term Life policy in accordance with Suzlon employee benefit programme for all employees, Reimbursement of expenses: The Company shall reimburse to the Managing Director all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.

Explanation: “family” shall mean the spouse, the dependent children and the dependent parents of the Managing Director.

“RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year during his tenure as the Managing Director, Mr. Vinod R.Tanti be paid remuneration within the limits specified in Schedule V to the Companies Act, 2013 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Vinod R.Tanti, the Managing Director, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee / Board of Directors shall be final and conclusive in that regard.”

“RESOLVED FURTHER THAT Mr. Vinod R.Tanti, Managing Director, shall be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company and to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution.”

6. To approve re-appointment of Mr. Girish R.Tanti as the Executive Director of the Company

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable and as recommended and approved by the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their respective meetings held on August 12, 2025, Mr. Girish R.Tanti (DIN: 00002603) be and is hereby re-appointed as the Executive Director of the Company designated as the “Executive Vice Chairman” for a further period of 5 (five) years with effect from October 7, 2025 up to October 6, 2030, on the following terms and conditions:

Sr. No.	Component	Eligibility
1.	Fixed salary	₹ 6,00,00,000/- (Rupees Six Crores Only) per annum for the first year and an annual increment of 10% per annum from second year onwards
2.	Performance linked incentive	0.50% of profit after tax (PAT) for the first financial year and an annual increase of 0.10% from second financial year onwards (i.e. 0.60% of PAT for second financial year, 0.70% of PAT for third financial year, 0.80% of PAT for fourth financial year and 0.90% of PAT for fifth financial year).
3.	Perquisites	<ul style="list-style-type: none"> Medical benefits for self and family: All medical expenses incurred by the Executive Vice Chairman and his family shall be reimbursed in accordance with the Suzlon Group Mediclaim Policy, Insurance: As per Suzlon Group Accident Policy and Group Term Life policy in accordance with Suzlon employee benefit programme for all employees, Reimbursement of expenses: The Company shall reimburse to the Executive Vice Chairman all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.

Explanation: “family” shall mean the spouse, the dependent children and the dependent parents of the Executive Vice Chairman.

“RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year during his tenure as the Executive Vice Chairman, Mr. Girish R.Tanti, be paid remuneration within the limits specified in Schedule V to the Companies Act, 2013 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Girish R.Tanti, the Executive Vice Chairman, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee / Board of Directors shall be final and conclusive in that regard.”

“RESOLVED FURTHER THAT Mr. Girish R.Tanti, the Executive Vice Chairman, shall be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company and to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution.”

By order of the Board of Directors
of Suzlon Energy Limited

Place: Pune
Date: August 12, 2025

Geetanjali S.Vaidya,
Company Secretary.
M.No.A18026.

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of the aforesaid items of Special Business is enclosed herewith.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 19, 2025, to Thursday, September 25, 2025 (both days inclusive) for the purpose of the Meeting.
3. Profile of director seeking re-appointment as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") is enclosed herewith.
4. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of Permanent Account Number (PAN), address with pin code, email address, mobile number, bank account details and details of nomination by every participant in the securities market. The shareholders holding shares in electronic form are therefore requested to submit these details to their depository participant and the shareholders holding shares in physical form are required to submit these details to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("KFin"), Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Email: einward.ris@kfintech.com; Toll Free No.1-800-309-4001.
5. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the website of the Company, www.suzlon.com, to facilitate online inspection till the conclusion of the Meeting.
6. The Ministry of Corporate Affairs ("MCA") has vide its Circular No.09/2024 dated September 19, 2024 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020 (collectively the "MCA Circulars") and the Securities and Exchange Board of India vide its Circular No.SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") (MCA Circulars and SEBI Circular are hereinafter collectively referred to as the "Circulars") permitted holding of the annual general meeting through VC / OAVM.
7. In compliance with the applicable provisions of the Act read with the Circulars, the Meeting is being conducted through VC / OAVM. KFin will provide the facility for voting through remote e-voting, participating at the Meeting through VC / OAVM and e-voting during the Meeting. Accordingly, the members can attend the Meeting through login credentials provided to them to connect to the VC / OAVM. The attendance of the shareholders (members' login) attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In terms of the Act, a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since the Meeting is being held through VC / OAVM pursuant to the Circulars, physical attendance of the members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence the proxy forms, attendance slips and route map are not annexed to this Notice.
9. Corporate members intending to authorise their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorisation, etc. authorising their representatives to attend and vote on their behalf by email to ram.devata@gmail.com and a copy be marked to evoting@kfintech.com with the subject line 'Suzlon Energy Limited'.
10. The Company has appointed Mr. D S M Ram (Membership No.A14939 and Certificate of Practice No.4239), Proprietor of DSMR & Associates, Company Secretaries, Hyderabad, as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within two working days of conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company, www.suzlon.com, and on KFin's weblink, <https://evoting.kfintech.com> as also displayed at the Registered Office and Corporate Office of the Company.

11. For registering complaints / grievances, investors / shareholders can first reach out to KFin at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Email: einward.ris@kfintech.com; Toll Free No.1-800-309-4001 or Company's Investor Relation Department at the Company's Corporate Office situated at One Earth, Hadapsar, Pune-411028, Maharashtra, India; Email: investors@suzlon.com / investorrelations@suzlon.com; Contact No.020-67022000. In case the investor / shareholder is not satisfied with the resolution provided by the RTA / Company, he / she may opt for review of the complaint through SEBI Complaints Redress System ("SCORES") which can be accessed at <https://scores.sebi.gov.in/>. If the investor / shareholder is still dissatisfied after the review process, he / she can opt for the Securities Markets Online Dispute Resolution (ODR) mechanism by visiting <https://smartodr.in/login>. The investors / shareholders may refer to the SEBI circular no.SEBI/HO/OIAE/OIAE-IAD-1/P/CIR/2023/131 dated July 31, 2023, issued by SEBI in this regard.

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

12. In accordance with the provisions of the Circulars, the Notice along with the Annual Report comprising of the Financial Statements, Board's Report, Auditors' Report and other documents are being sent through email only to the members whose email IDs are registered with KFin and / or National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (NSDL and CDSL are collectively referred to as the "Depositories" or "NSDL / CDSL") and physical copies will not be sent. Further, in terms of Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link and exact path for accessing the AGM Notice and the Annual Report is being sent to those shareholders who have not registered their email address(es).
13. The Notice and the Annual Report are available on the website of the Company (www.suzlon.com), the weblink of KFin (<https://evoting.kfintech.com>) and also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
14. The shareholders who have still not registered their email IDs are requested to do so at the earliest. The detailed instructions are provided at Note No.31. Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their depository participants / KFin to enable servicing of notice, annual reports, other documents in electronic form.

Please note that as a valued shareholder 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) and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

CUT-OFF DATE:

15. **The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is Thursday, September 18, 2025 (hereinafter referred to as the "Cut-off Date").** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting. A person who is not a shareholder as on the Cut-off Date should treat this Notice for information purpose only.
16. Any person who acquires shares of the Company and becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as of the Cut-off Date may obtain the User ID and Password in the manner as mentioned at Note No.31.

PROCEDURE FOR SPEAKER REGISTRATION:

17. Members, holding shares as on the Cut-off Date and who would like to speak or express their views or ask questions during the Meeting may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from Monday, September 22, 2025 (9.00 a.m. IST) up to Wednesday, September 24, 2025 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.

18. Alternatively, members holding shares as on the Cut-off Date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on Wednesday, September 24, 2025. The shareholders may also send their questions by email to investors@suzlon.com.
19. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at evoting@kfintech.com.

REMOTE E-VOTING:

20. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting"). KFin will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolutions proposed to be considered through this Notice by electronic means. Remote e-voting is optional.
21. **The remote e-voting period commences on Monday, September 22, 2025 (9.00 a.m. IST) and ends on Wednesday, September 24, 2025 (5.00 p.m. IST).** During this period, the shareholders of the Company holding fully paid-up shares either in physical form or in demat form, as on the Cut-off Date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions.
22. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company (as reflecting in Depository Records) as on the Cut-off Date.**
23. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / depository participant(s) ("DP"). The detailed instructions for remote e-voting are provided at Note No. 31 below.
24. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.

JOINING THE MEETING THROUGH VC / OAVM:

25. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'EVEN' for Company's Meeting.
26. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned at Note No. 31 Further, members can also use the OTP based login for logging into the e-voting system.
27. Members may join the Meeting through laptop, smartphone, tablet or iPad for better experience. Further, members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox.

Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the webcam to enable two-way video conferencing.

28. Facility of joining the Meeting through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the Meeting. Members will be able to participate in the Meeting through VC / OAVM on a first-come-first-serve basis. Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis.

Large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.

Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.



29. Members are requested to attend and participate at the Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes, i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.
30. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download section of <https://evoting.kfintech.com> or contact Mr. Dnyanesh Gharote, Vice President, KFin at the email ID evoting@kfintech.com or KFin's toll free No.: 1-800-309-4001.

INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND E-VOTING AT THE MEETING:

31. The detailed instructions, process and manner for remote e-voting, joining the meeting through VC / OAVM and e-voting at the meeting are explained below:

I. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based demat account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new page will open, enter the existing user id and password for accessing IDeAS. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name, i.e. 'Suzlon Energy Limited', or e-voting service provider, i.e. KFin. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.

Type of member	Login Method
	<ul style="list-style-type: none"> v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e. Suzlon Energy Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting.
	<p>C. NSDL Mobile APP</p> <ul style="list-style-type: none"> i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual members holding securities in demat mode with CDSL	<p>A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com ii. Click on New System MyEasi. iii. Login to MyEasi option under quick login. iv. Enter the registered user ID and password for accessing Easi / Easiest. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast vote without any further authentication. <p>B. Instructions for users who have not registered for Easi / Easiest</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no.A above to cast vote. <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit www.cdslindia.com ii. Provide demat account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘Suzlon Energy Limited’ or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast vote without any further authentication.

Type of member	Login Method
Individual members login through their demat accounts / Website of depository participant (s)	A. Instructions for login through demat account / website of depository participant <ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, members will be able to view e-voting option. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against Suzlon Energy Limited or KFin. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Method of login / access to KFin e-voting system in case of individual members holding shares in physical mode and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / depository participant(s)	Instructions for Members whose email IDs are registered with the Company / depository participant(s) <p>Members whose email IDs are registered with the Company / depository participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> Launch internet browser by typing the URL: https://evoting.kfintech.com/ Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of demat account, User ID will be DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. After entering these details appropriately, click on "LOGIN". Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. Members would need to login again with the new credentials. On successful login, the system will prompt the member to select the "EVEN", i.e. 'Suzlon Energy Limited and click on "Submit". On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Type of member	Login Method
	<p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).</p> <p>xii. Corporate/ Institutional members (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 with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Suzlon Energy Limited".</p>
Members whose email IDs are not registered with the Company / depository participants(s)	<p>Instructions for Members whose email IDs are not registered with the Company / depository participant(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</p> <p>i. Members, who have not registered their email address may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and e-voting instructions.</p> <p>ii. After receiving the e-voting instructions, please follow all the above steps to cast vote by electronic means.</p> <p>iii. It is clarified that for permanent registration of the email address,</p> <ul style="list-style-type: none"> Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Shareholders can register / update the contact details by submitting the requisite Form ISR 1 along with the supporting documents. Form ISR 1 can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx. Form ISR 1 and the supporting documents can be provided by any one of the following modes. <ul style="list-style-type: none"> Through 'In Person Verification' (IPV): the authorised person of Kfin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials; or Through hard copies which are self-attested, which can be sent to KFIN at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032; or Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#. Shareholders holding shares in electronic mode may reach out to the respective depository participant(s), where the demat account is being held for updating the email IDs and mobile number. Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html.

III. Method for obtaining User ID and password for shareholders who have forgotten the User ID and password

Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date

Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date, may obtain / retrieve the same in the manner mentioned below:

- i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678

Example for CDSL: MYEPWD<SPACE> 1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890
- ii. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
- iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

IV. Method / Access to join the Meeting on KFin system and to participate and vote thereat

Type of member	Login Method
All shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	<p>Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting:</p> <ol style="list-style-type: none"> i. Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company / KFin. ii. After logging in, click on the Video Conference tab and select the EVEN of the Company. iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the instructions mentioned above. iv. The procedure for e-voting during the Meeting is same as the procedure for remote e-voting since the Meeting is being held through VC / OAVM. v. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting. vi. E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.

32. KPRISM- Mobile service application by KFin: Shareholders are requested to note that KFin has launched a mobile application, KPRISM and website <https://kprism.kfintech.com>, for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Act]

Agenda Item No.3: To approve remuneration of the Cost Auditors for the financial year 2025-26

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment and remuneration of M/s. D.C.Dave & Co., Cost Accountants (Firm Registration No.000611), to conduct the audit of the Cost Records of the Company for the financial year 2025-26. In terms of Section 148 and other applicable provisions, if any, of the Act and the Rules made thereunder, the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

The Board of Directors recommend approving the remuneration of the Cost Auditors for the financial year 2025-26. 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: To appoint M/s. Chirag Shah and Associates, Company Secretaries, as the Secretarial Auditors of the Company

In terms of Section 204 of the Act, read with Rules framed thereunder, every listed company shall be required to appoint a Secretarial Auditor and annex with its Board's report, a secretarial audit report given by a practicing company secretary in such form as may be prescribed. Accordingly, M/s. Chirag Shah and Associates, Company Secretaries have been conducting the audit of the Secretarial Records of the Company since the financial year 2020-21. Further, in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended, a listed company is required to appoint a Peer Reviewed Company Secretary as its Secretarial Auditor for a term of five years to conduct the audit of the secretarial records of the Company under Section 204 of the Act with the approval of its shareholders at the annual general meeting.

Accordingly, in terms of the recommendation of the Audit Committee, the Board of Directors of the Company has, at its meeting held on August 12, 2025, appointed M/s. Chirag Shah and Associates, Company Secretaries (Firm Registration No.P2000GJ069200) as the Secretarial Auditors of the Company to hold office for a term of five years subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

The information as required to be disclosed in terms of Regulation 36(5) of the Listing Regulations is as under:

Terms of appointment of the Secretarial Auditor	M/s. Chirag Shah and Associates ("CSA"), Company Secretaries are proposed to be appointed as the Secretarial Auditors to conduct the audit of the Secretarial Records of the Company for the financial year 2025-26 till the financial year 2029-30
Initial Fees proposed to be paid to the Secretarial Auditor	₹ 1.00 Lacs per annum. The Board has authorised the Chairman to vary the remuneration of the Secretarial Auditors.
Any material change in fee payable to the new auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable since CSA has been conducting Secretarial Audit of the Company since FY 21. Remuneration of CSA for FY 25 was ₹ 0.85 Lacs. There is no material change in fee payable to the Secretarial Auditors except revision in remuneration considering the tenure of appointment.
Basis of recommendation for appointment including details in relation to credentials of the secretarial auditor proposed to be appointed	While recommending the appointment, the Audit Committee / Board of Directors have considered various factors such as industry experience, competency of the audit firm, independence, expertise in providing secretarial audit related services, and the Company's previous experience with respect to quality of services rendered.
Profile of the Secretarial Auditor	Established in 2000, CSA is a leading secretarial services firm in India with over 25 years of experience. CSA specialises in corporate laws, capital market transactions, listing and de-listing of equity shares, compliance audits, corporate governance, mergers and acquisitions, and economic laws. The firm is committed to excellence and provides client-centric solutions to help businesses achieve their objectives efficiently and effectively. The firm is Peer Reviewed by the Institute of Company Secretaries of India and holds a valid Peer Review Certificate no.6543/2025.

M/s. Chirag Shah and Associates have given their consent to act as the Secretarial Auditors of the Company and confirmed that the aforesaid appointment is within the limits specified by Institute of Company Secretaries of India, a copy of which is available for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the ensuing Annual General Meeting. The same is also available on the website of the Company, www.suzlon.com, to facilitate online inspection till the conclusion of the Meeting.

The Board of Directors recommend appointment of M/s. Chirag Shah and Associates, Company Secretaries as the Secretarial Auditors 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.

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.5: To approve re-appointment of Mr. Vinod R.Tanti as the Managing Director of the Company

Mr. Vinod R.Tanti is holding the office as the Managing Director of the Company, which term is expiring on October 6, 2025. Accordingly, the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their respective meetings held on August 12, 2025 have recommended and approved the re-appointment of and payment of remuneration to Mr. Vinod R.Tanti as the Managing Director of the Company for a further term of 5 (five) with effect from October 7, 2025, i.e. up to October 6, 2030, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

The Company has adequate profits and can pay remuneration to the Managing Director in terms of Section 197 read with Part II Section I to Schedule V of the Companies Act, 2013, however in case of an eventuality of loss or inadequate profits during any of the years during the tenure of his office, the following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished to enable payment of the resolved remuneration without the need to seek fresh approval of the shareholders of the Company:

1. General Information:

- 1.1 Nature of Industry** - The Company is engaged in the business of design, development, manufacturing and supply of Wind Turbine Generators of various rated capacities and providing turnkey solution for setting-up of and operating and maintaining of windfarm projects.
- 1.2 Date or expected date of commencement of commercial production** - The Company has been operational since last thirty years.
- 1.3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - Not Applicable.
- 1.4 Financial performance based on given indicators** - The following are the results of the Company for the last three years, at glance:

(₹ in Crores)

Financial Parameters	Financial Period		
	FY25	FY24 [#]	FY23
Turnover	10,161.60	5,834.35	3,538.14
Net Profit / (Loss) (as per Statement of P & L)	2,104.72	723.17	2,162.76
Amount of Equity Dividend	Nil	Nil	Nil
Rate of Equity Dividend	N.A.	N.A.	N.A.

[#]The financial numbers for FY 24 have been restated due to merger of Suzlon Global Services Limited with the Company in compliance with Ind AS103: Business Combinations.

- 1.5 Foreign investments or collaborations, if any:** As on June 30, 2025, the Company had nil investments (after providing for diminution in value of investment) in its direct overseas subsidiaries. The Company had no foreign collaborations as on June 30, 2025.

As on June 30, 2025, there were following types of foreign investors in the Company:

Type of Foreign Investors	Fully paid-up equity shares	% to paid-up capital
Foreign Portfolio Investors Category I	2,956,708,809	21.58
Foreign Portfolio Investors Category II	75,040,300	0.55
Foreign Institutional Investor	122,593,632	0.89
Non-Resident Indians	204,646,116	1.49
Foreign Nationals	24,140	0.00
Foreign Companies / Foreign Corporate Bodies	255,504,388	1.87
Total	3,614,517,385	26.38

2. Information about the appointee:

- 2.1 Background details, recognition / awards:** Mr. Vinod R.Tanti, aged 63 years is a founding member of Suzlon Energy Limited. He has a bachelor's degree in civil engineering. He has extensive experience of over 36 years managing various key functions at Suzlon including manufacturing and supply chain. With a strong techno-commercial background, he has handled diverse portfolios, like wind resource assessment, acquisition, product design, prototyping, comprehensive supply management, project execution and lifecycle management through operations and maintenance services. Mr. Vinod R.Tanti brings to Suzlon, his vast experience of the complete wind energy value chain as well as his process centricity and drive for innovation. Suzlon established and continues to maintain its technology and service leadership in India under his supervision.

- 2.2 Past remuneration:** Mr. Vinod R.Tanti, the Managing Director of the Company, is entitled to a remuneration of ₹ 5.00 Crore p.a. plus incentives and perquisites with effect from October 7, 2022 for a term of three years, i.e. up to October 6, 2025, in terms of the special resolution passed by the shareholders of the Company on January 5, 2023. The details of remuneration paid to Mr. Vinod R.Tanti during FY 25 are as under:

(₹ in Crores)					
Period	Salary	Retirement benefits	Gratuity	Bonus / Commission / Perquisites	Total
FY 25	6.12	0.27	0.11	0.04	6.54

Note: Mr. Vinod R.Tanti, the Managing Director is not entitled for any stock options.

- 2.3 Job profile and his suitability:** Mr. Vinod R.Tanti has experience of over 36 years managing various key functions at Suzlon including manufacturing and supply chain. With the educational and strong techno-commercial background, and rich experience held by Mr. Vinod R.Tanti, the Company has been benefited as also would continue to get the advantage of his knowledge and experience for the years to come.
- 2.4 Remuneration proposed:** The remuneration to be paid to Mr. Vinod R.Tanti for proposed appointment as the Managing Director has been detailed in the Resolution (Refer Agenda Item No.5 of this Notice).
- 2.5 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into account the commitment and contribution of Mr. Vinod R.Tanti in the affairs of the Company including in improving the financial position of the Company, his academic background, and rich experience, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.

2.6 Pecuniary relationship, directly or indirectly, with the Company, or relationship with the managerial personnel, if any: Mr. Vinod R.Tanti is a Promoter Director and holds 30,267,000 fully paid-up equity shares of the Company in his individual capacity as on the date of this Notice. Mr. Vinod R.Tanti does not have any pecuniary relationship, directly or indirectly, with the Company. Mr. Vinod R.Tanti is the brother of Mr. Girish R.Tanti, the Executive Vice Chairman, and is related to Mr. Pranav T.Tanti, the Non-Executive Director of the Company, and except for that, Mr. Vinod R.Tanti does not have any other relationship with any other Director / Key Managerial Personnel of the Company.

3. Other Information:

3.1 Reasons for loss / inadequate profits, if any: Not Applicable. The Company has posted net profits for FY 23, FY 24 and FY 25.

3.2 Steps taken / proposed to be taken for improvement: In previous years, Suzlon has undertaken various measures to navigate through economic, financial and policy-related challenges faced by the Company like series of strategic initiatives including debt restructuring and refinancing, and capital raising efforts such as Rights issue and Qualified Institutional Placement, improving operations and building a robust order book that lays the foundation for future growth. Suzlon has also continuously focused on technological improvements to enhance product development, efficiency, and plant load factor (PLF), ensuring long-term competitiveness. Suzlon has also maintained strong control over fixed costs, while improving net working capital management to strengthen day-to-day operations. All these measures have enabled the Company to become debt free and achieve more stable financial footing. The Company will continue its efforts to strengthen its financial position.

3.3 Expected increase in productivity and profits in measurable terms: Not Applicable.

A copy of the draft agreement proposed to be entered into between the Company and Mr. Vinod R.Tanti, Managing Director, is available for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the ensuing Annual General Meeting. The same is also available on the Company's website (www.suzlon.com), to facilitate online inspection till the date conclusion of the meeting.

The details of Mr. Vinod R.Tanti as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend re-appointment of Mr. Vinod R.Tanti as the Managing 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.5 of the accompanying Notice.

Mr. Vinod R.Tanti himself, Mr. Girish R.Tanti, the Executive Vice Chairman, and Mr. Pranav T.Tanti, the Non-Executive Director and their relatives, may be deemed to be concerned or interested in the said resolution. Except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.6: To approve re-appointment of Mr. Girish R.Tanti as the Executive Director of the Company

Mr. Girish R.Tanti is holding the office as a Executive Director of the Company designated as the "Executive Vice Chairman" which term is expiring on October 6, 2025. Accordingly, the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors at their respective meetings held on August 12, 2025 have recommended and approved the re-appointment of and payment of remuneration to Mr. Girish R.Tanti as the Executive Director designated as the "Executive Vice Chairman" of the Company for a further term of 5 (five) years with effect from October 7, 2025 i.e. up to October 6, 2030, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

The Company has adequate profits and can pay remuneration to the Executive Director in terms of Section 197 read with Part II Section I to Schedule V of the Companies Act, 2013, however in case of an eventuality of loss or inadequate profits during any of the years during the tenure of his office, the following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished to enable payment of the resolved remuneration without the need to seek fresh approval of the shareholders of the Company:

1. General Information:

- 1.1 Nature of Industry** - The Company is engaged in the business of design, development, manufacturing and supply of Wind Turbine Generators of various rated capacities and providing turnkey solution for setting-up of and operating and maintaining of windfarm projects.
- 1.2 Date or expected date of commencement of commercial production** - The Company has been operational since last thirty years.
- 1.3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - Not Applicable.
- 1.4 Financial performance based on given indicators** - The following are the results of the Company for the last three years, at glance:

(₹ in Crores)

Financial Parameters	Financial Period		
	FY25	FY24 [#]	FY23
Turnover	10,161.60	5,834.35	3,538.14
Net Profit / (Loss) (as per Statement of P & L)	2,104.72	723.17	2,162.76
Amount of Equity Dividend	Nil	Nil	Nil
Rate of Equity Dividend	N.A.	N.A.	N.A.

[#]The financial numbers for FY 24 have been restated due to merger of Suzlon Global Services Limited with the Company in compliance with Ind AS103: Business Combinations.

- 1.5 Foreign investments or collaborations, if any:** As on June 30, 2025, the Company had nil investments (after providing for diminution in value of investment) in its direct overseas subsidiaries. The Company had no foreign collaborations as on June 30, 2025.

As on June 30, 2025, there were following types of foreign investors in the Company:

Type of Foreign Investors	Fully paid-up equity shares	% to paid-up capital
Foreign Portfolio Investors Category I	2,956,708,809	21.58
Foreign Portfolio Investors Category II	75,040,300	0.55
Foreign Institutional Investor	122,593,632	0.89
Non-Resident Indians	204,646,116	1.49
Foreign Nationals	24,140	0.00
Foreign Companies / Foreign Corporate Bodies	255,504,388	1.87
Total	3,614,517,385	26.38

2. Information about the appointee:

- 2.1** Girish R.Tanti, aged 55 years is a founding member of Suzlon Energy Limited. He has a bachelor's degree in Electronics & Communication Engineering and holds a master's degree in Business Administration from UK. He brings to Suzlon an extensive experience of over 29 years in renewables and international business. Mr. Girish R.Tanti holds a unique blend of understanding the dynamics of technology and strong business acumen. Over the past years, he has played many roles including incubating the renewable energy business in 1995, established technology development centres in Europe and India, setting up the global supply chain, developing wind markets across India, establishing global business operations and corporate development activities. He also led various service functions, such as human resources, information technology, communications and CSR. He has been instrumental in Suzlon's rise to become the only wind energy player from a developing nation to rank among the top five worldwide. Through the years, Mr. Girish R.Tanti has not only believed in but completely devoted himself to champion the vision of harnessing renewable energy to power a greener, more sustainable tomorrow for generations to come.

- 2.2 Past remuneration:** During the current tenure of Mr. Girish R.Tanti as Executive Vice Chairman he was not paid any remuneration except sitting fees of ₹ 1 Lac for attending the meetings of the Board and ₹ 0.50 Lacs for attending the meetings of the committees of the Board in which he is a member. Mr. Girish R.Tanti was paid sitting fees of ₹ 0.075 Crore for FY 25. Mr. Girish R.Tanti, the Executive Vice Chairman is not entitled for any stock options.
- 2.3 Job profile and his suitability:** Mr. Girish R.Tanti has experience of over 29 years in Renewables and International Business. With the educational and strong techo-commercial background, and rich experience held by Mr. Girish R.Tanti, the Company has been benefited as also would continue to get the advantage of his knowledge and experience for the years to come.
- 2.4 Remuneration proposed:** The remuneration to be paid to Mr. Girish R.Tanti for proposed appointment as Executive Vice Chairman has been detailed in the Resolution (Refer Agenda Item No.6 of this Notice).
- 2.5 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into account the commitment and contribution of Mr. Girish R.Tanti in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.
- 2.6 Pecuniary relationship, directly or indirectly, with the Company, or relationship with the managerial personnel, if any:** Mr. Girish R.Tanti is a Promoter Director and holds 100,019,000 fully paid-up equity shares of the Company in his individual capacity as on the date of this Notice. Mr. Girish R.Tanti does not have any pecuniary relationship, directly or indirectly, with the Company. Mr. Girish R.Tanti is the brother of Mr. Vinod R.Tanti, the Managing Director, and is related to Mr. Pranav T.Tanti, the Non-Executive Director of the Company, and except for that Mr. Girish R.Tanti does not have any other relationship with any other Director / Key Managerial Personnel of the Company.

3. Other Information:

- 3.1 Reasons for loss / inadequate profits, if any:** Not Applicable. The Company has posted net profit for FY 23, FY 24 and FY 25.
- 3.2 Steps taken / proposed to be taken for improvement:** In previous years, Suzlon has undertaken various measures to navigate through economic, financial and policy-related challenges faced by the Company like series of strategic initiatives including debt restructuring and refinancing, and capital raising efforts such as Rights issue and Qualified Institutional Placement, improving operations and building a robust order book that lays the foundation for future growth. Suzlon has also continuously focused on technological improvements to enhance product development, efficiency, and plant load factor (PLF), ensuring long-term competitiveness. Suzlon has also maintained strong control over fixed costs, while improving net working capital management to strengthen day-to-day operations. All these measures have enabled the Company to become debt free and achieve more stable financial footing. The Company will continue its efforts to strengthen its financial position.
- 3.3 Expected increase in productivity and profits in measurable terms:** Not Applicable.

A copy of the draft agreement proposed to be entered into between the Company and Mr. Girish R.Tanti, Executive Director, is available for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the ensuing Annual General Meeting. The same is also available on the Company's website (www.suzlon.com), to facilitate online inspection till the date conclusion of the meeting.

The details of Mr. Girish R.Tanti as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend re-appointment of Mr. Girish R.Tanti as the Executive 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.6 of the accompanying Notice.

Mr. Girish R.Tanti himself, Mr. Vinod R.Tanti, the Managing Director, and Mr. Pranav T.Tanti, the Non-Executive Director and their relatives, may be deemed to be concerned or interested in the said resolution. Except the above, none of the other Directors or Key Managerial Personnel of the Company or 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: Pune
Date: August 12, 2025

Geetanjali S.Vaidya,
Company Secretary.
M.No.A18026.

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

ANNEXURE TO THE NOTICE

Profile of Director seeking appointment / re-appointment at the Thirtieth Annual General Meeting as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is as under:

Mr. Girish R.Tanti (DIN: 00002603)

Brief Resume: Mr. Girish R.Tanti is a founding member of Suzlon Energy Limited. He has a bachelor's degree in Electronics & Communication Engineering and holds a master's degree in Business Administration from UK. He brings to Suzlon an extensive experience of over 29 years in renewables and international business. Mr. Girish R.Tanti holds a unique blend of understanding the dynamics of technology and strong business acumen. Over the past years, he has played many roles including incubating the renewable energy business in 1995, established technology development centres in Europe and India, setting up the global supply chain, developing wind markets across India, establishing global business operations and corporate development activities. He also led various service functions, such as human resources, information technology, communications and CSR. He has been instrumental in Suzlon's rise to become the only wind energy player from a developing nation to rank among the top five worldwide. Through the years, Mr. Girish R.Tanti has not only believed in but completely devoted himself to champion the vision of harnessing renewable energy to power a greener, more sustainable tomorrow for generations to come.

The details of Mr. Girish R.Tanti are given below:

S. N.Particulars	Details of Director
1. Name of Director	Mr. Girish R.Tanti (DIN: 00002603)
2. Age	55 years
3. Qualifications	Bachelor's degree in Electronics & Communication Engineering and holds a master's degree in Business Administration from UK
4. Experience	Over 29 years' experience in Renewables, International Business Development, Human Resources, Information Technology, Corporate Communications and CSR
5. Details of remuneration to be paid, if any	During his current tenure as Executive Vice Chairman, Mr. Girish R.Tanti was not paid any remuneration except sitting fees for attending the meetings of the Board and / or committees. The remuneration to be paid to Mr. Girish R.Tanti for proposed appointment as Executive Vice Chairman has been detailed in the Resolution (Refer Agenda Item No.6 of this Notice)
6. Date of first appointment to the Board	<ul style="list-style-type: none"> Appointed as an Additional Director / Executive Director – Administration w.e.f. 04/12/1995 Regularised at 1st AGM dated 10/10/1996 Re-appointed as Director (International Operations) w.e.f. 01/12/2000 and as ratified at EGM dated 01/01/2001 Re-appointed as Director (International Business Development & HR) w.e.f. 01/04/2005 and as ratified at EGM dated 16/06/2005 Re-appointed as Wholetime Director (Executive Director) w.e.f. 01/04/2008 and as ratified at EGM dated 22/05/2008 Re-appointed as Wholetime Director (Executive Director) w.e.f. 01/04/2011 Resigned as Wholetime Director (Executive Director) w.e.f. 30/07/2011; however continued as a Non-Executive Director Appointed as Executive Director designated as 'Executive Vice Chairman' w.e.f. 07/10/2022 for a period of 3 years
7. Shareholding in the Company	100,019,000 fully paid equity shares aggregating to 0.73% of the paid-up capital of the Company as on date of this Notice
8. Relationship with other Directors / KMPs	Mr. Girish R.Tanti is brother of Mr. Vinod R.Tanti, the Chairman and Managing Director, and is related to Mr. Pranav T.Tanti, the Non-Executive Director

S. N.Particulars	Details of Director
9. No. of Board meetings attended during the year	Mr. Girish R.Tanti has attended all 6 (six) meetings held during FY 25
10. In case of Independent Directors, justification for choosing the appointee	Not Applicable
11. Listed entities from which the appointee has resigned in past three years	None
12. Skills and capabilities required for the role as an independent director	Not Applicable
13. Disclosure of Debarment statement regarding appointment of Director	As confirmed by Mr. Girish R.Tanti, he has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authorities. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013
14. Directorships, Memberships / Chairmanship of Committees	
Name of domestic companies in which director	Name of committees in which member / chairman
Suzlon Energy Limited	Stakeholder Relationship Committee, Member CSR & ESG Committee, Member Securities Issue Committee, Member Executive Committee, Member
SE Forge Limited	CSR Committee, Member
Samanvaya Holdings Private Limited	None
Tanti Holdings Private Limited	None
Renom Energy Services Private Limited	None
Goodvin Enterprise Private Limited	None.

Mr. Vinod R.Tanti (DIN: 00002266)

Brief Resume: Mr. Vinod R.Tanti, is a founding member of Suzlon Energy Limited. He has a bachelor's degree in civil engineering. He has extensive experience of over 36 years managing various key functions at Suzlon including manufacturing and supply chain. With a strong techno-commercial background, he has handled diverse portfolios, like wind resource assessment, acquisition, product design, prototyping, comprehensive supply management, project execution and lifecycle management through operations and maintenance services. Mr. Vinod R.Tanti brings to Suzlon, his vast experience of the complete wind energy value chain as well as his process centricity and drive for innovation. Suzlon established and continues to maintain its technology and service leadership in India under his supervision.

The details of Mr. Vinod R.Tanti are given below:

S. N.Particulars	Details of Director
1. Name of Director	Mr. Vinod R.Tanti (DIN: 00002266)
2. Age	63 years
3. Qualifications	Degree in Civil Engineering
4. Experience	Over 36 years' experience in various fields including manufacturing and supply chain
5. Details of remuneration to be paid, if any	The remuneration to be paid to Mr. Vinod R.Tanti for proposed appointment as the Managing Director has been detailed in the Resolution (Refer Agenda Item No. 5 of this Notice)
6. Date of first appointment to the Board	<ul style="list-style-type: none"> First Director since incorporation, i.e. 10/04/1995 till 01/07/2005 Appointed as an Additional Director and also as Executive Director w.e.f. 01/11/2010 for a period of 3 years Regularised at the Sixteenth AGM dated 27/09/2011 Resigned as Wholetime Director (Executive Director) w.e.f. 01/06/2012; however continued as Non-Executive Director Appointed as Wholetime Director & Chief Operating Officer w.e.f. 01/10/2016 for a period of 3 years

S. N.Particulars	Details of Director
	<ul style="list-style-type: none"> Re-appointed as Wholetime Director & Chief Operating Officer at Twenty Fourth AGM w.e.f. 01/10/2019 for a period of 3 years Re-appointed as Wholetime Director & Chief Operating Officer at Twenty Seventh AGM w.e.f. 01/10/2022 for a period of 3 years Ceased as Wholetime Director & Chief Operating Officer w.e.f. 06/10/2022 Appointed as Chairman & Managing Director w.e.f. 07/10/2022 for a period of 3 years
7. Shareholding in the Company	30,267,000 fully paid-up equity shares aggregating to 0.22% of the paid-up capital of the Company as on date of this Notice.
8. Relationship with other Directors / KMPs	Mr. Vinod R.Tanti is brother of Mr. Girish R.Tanti, the Executive Vice Chairman, and is related to Mr. Pranav T.Tanti, the Non-Executive Director
9. No. of meetings attended during the year	Mr. Vinod R.Tanti has attended all 6 (six) meetings held during FY 25
10. In case of Independent Directors, justification for choosing the appointee	Not Applicable
11. Listed entities from which the appointee has resigned in past three years	None
12. Skills and capabilities required for the role as an independent director	Not Applicable
13. Disclosure of Debarment statement regarding appointment of Director	As confirmed by Mr. Vinod R.Tanti, he has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authorities. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.
14. Directorships, Memberships / Chairmanship of Committees	
Name of domestic companies in which director	Name of committees in which member / chairman
Suzlon Energy Limited	Audit Committee, Member Stakeholders Relationship Committee, Member Securities Issue Committee, Chairman CSR & ESG Committee, Member Risk Management Committee, Chairman Executive Committee, Chairman
Tanti Holdings Private Limited	None
Samavaya Holdings Private Limited	None
Silectro Enterprise Private Limited	None
Skeiron Green Energy Private Limited	None
Skeiron Equipment Private Limited	None
Gensparx Enterprise Private Limited	None.

By order of the Board of Directors
of Suzlon Energy Limited

Place: Pune
Date: August 12, 2025

Geetanjali S.Vaidya,
Company Secretary.
M.No.A18026.

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