

**Notice of Postal Ballot ("Notice" or "Postal Ballot Notice")  
(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below))**

To,  
The Shareholders,  
Suzlon Energy Limited.

NOTICE is hereby given to the shareholders of Suzlon Energy Limited (the "Company") pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act") read with General Circular Nos.14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 03/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023 and 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolutions appended below through postal ballot ("Postal Ballot") by way of remote e-voting only.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice.

**Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with the Company's Registrar and Share Transfer Agent, viz., KFin Technologies Limited ("KFin") / Depositories and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.**

The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is annexed hereto.

You are requested to peruse the proposed Resolutions along with its Explanatory Statement and thereafter record your assent or dissent **on or before Monday, 24<sup>th</sup> February 2025 (5.00 p.m. IST)** by means of remote e-voting facility provided by the Company.

**1. To appoint Mr. Sameer Shah as an Independent Director of the Company for a second term of three years**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), and in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company vide its resolution dated 20<sup>th</sup> January 2025 and the Board of Directors of the Company vide its resolution dated 21<sup>st</sup> January 2025, Mr. Sameer Shah (DIN: 08702339), Independent Director, whose current term of office as an Independent Director expires on 26<sup>th</sup> February 2025 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director for a second term, be and is hereby appointed as an Independent Director for a second term of 3 (three) years with effect from 27<sup>th</sup> February 2025 to 26<sup>th</sup> February 2028 and whose period of office shall not be liable to determination by retirement of directors by rotation."

**2. To appoint Mrs. Seemantinee Khot as an Independent Director of the Company for a second term of three years**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred

to as the "Listing Regulations"), and in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company vide its resolution dated 20<sup>th</sup> January 2025 and the Board of Directors of the Company vide its resolution dated 21<sup>st</sup> January 2025, Mrs. Seemantinee Khot (DIN: 07026548), whose current term of office as an Independent Director expires on 15<sup>th</sup> March 2025 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director for a second term, be and is hereby appointed as an Independent Director for a second term of 3 (three) years with effect from 16<sup>th</sup> March 2025 to 15<sup>th</sup> March 2028, and whose period of office shall not be liable to determination by retirement of directors by rotation."

By order of the Board of Directors of  
Suzlon Energy Limited

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

Place : Pune  
Date : 21<sup>st</sup> January 2025

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts of the aforesaid items is annexed hereto as Annexure I and which forms part of this Postal Ballot Notice.
2. 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 Company's website ([www.suzlon.com](http://www.suzlon.com)) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.
3. 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 for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before Wednesday, 26<sup>th</sup> February 2025. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same shall be communicated to the National Stock Exchange of India Limited and the BSE Limited and shall also be available on the Company's website ([www.suzlon.com](http://www.suzlon.com)) and on KFin's weblink (<https://evoting.kfintech.com>) as also displayed at the Registered Office and the Corporate Office of the Company. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Monday, 24<sup>th</sup> February 2025, in terms of SS-2.
4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Gujarati daily newspaper circulating in Ahmedabad (in vernacular language, i.e. Gujarati).

**CUT-OFF DATE**

5. **The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 17<sup>th</sup> January 2025 (hereinafter referred to as the "Cut-off Date").** Only the 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, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

**DESPATCH OF POSTAL BALLOT NOTICE**

6. This Postal Ballot Notice is being sent in electronic form to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date and who have registered their email address in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with KFin.
7. Shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent

through remote e-voting facility only and **hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.**




8. A copy of the Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company's website ([www.suzlon.com](http://www.suzlon.com)), KFin's weblink at (<https://evoting.kfintech.com>) and also on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
9. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
  - Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No.SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March 2023, all the holders of physical securities in listed companies shall register the postal address along 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 their email IDs. 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 clicking on the link <https://ris.kfintech.com/>. Form ISR-1 and the supporting documents can be provided by any one of the following modes:
    - a) 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;
    - b) Through hard copies which are self-attested, which can be shared on the address of KFin;
    - c) Through electronic mode with e-sign by following the link <https://ris.kfintech.com/clientservices/isc/default.aspx>. Detailed FAQs are available on KFin's weblink <https://ris.kfintech.com/faq.html>.
  - 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.
  - 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 notices, 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](http://www.suzlon.com)) and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

#### **REMOTE E-VOTING:**

10. 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 9<sup>th</sup> December 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 the resolutions proposed to be considered through this Postal Ballot Notice by electronic means.
11. **The remote e-voting period commences on Sunday, 26<sup>th</sup> January 2025 (9.00 a.m. IST) and closes on Monday, 24<sup>th</sup> February 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 thereafter and voting will not be allowed beyond 5.00 p.m. IST on Monday, 24<sup>th</sup> February 2025. 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.
12. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.**
13. In terms of SEBI e-voting Circular, e-voting process has been enabled for all the 'individual demat account holders' by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below.
14. 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.

## 15. The procedure for remote e-voting is as under:

### 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><b>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>A new page will open, Enter the existing user id and password for accessing IDeAS.</li> <li>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.</li> <li>Click on company name, i.e. 'Suzlon Energy Limited', or e-voting service provider, i.e. KFin.</li> <li>Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>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.</li> <li>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.</li> <li>After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>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.</li> </ol> <p><b>C. NSDL Mobile APP</b></p> <ol style="list-style-type: none"> <li>Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>      </div>
Individual members holding securities in demat mode with CDSL	<p><b>A. Instructions for existing users who have opted for Electronic Access to Securities Information ("Easi / Easiest") facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System MyEasi.</li> <li>Login to MyEasi option under quick login.</li> <li>Enter the registered user ID and password for accessing Easi / Easiest.</li> <li>Members will be able to view the e-voting Menu.</li> <li>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.</li> </ol> <p><b>B. Instructions for users who have not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> </ol>

Type of member	Login Method
	<p>iii. After successful registration, please follow the steps given in point no.A above to cast vote.</p> <p><b>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</b></p> <p>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>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.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast vote without any further authentication.</p>
Individual members login through their demat accounts / Website of Depository Participant(s)	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. 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.</p> <p>iv. Click on options available against Suzlon Energy Limited or KFin.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</p>
<b>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</b>	
<b>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</b>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>022-48867000 and 022-24997000.</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738 or 022-23058542-43.</b>

## 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)	<p><b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <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> <p>i. Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></p> <p>ii. 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.</p> <p>iii. After entering these details appropriately, click on "LOGIN".</p> <p>iv. 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.</p> <p>v. Members would need to login again with the new credentials.</p>

Type of member	Login Method
	<ul style="list-style-type: none"> <li>vi. On successful login, the system will prompt the member to select the "EVEN", i.e. "Suzlon Energy Limited and click on "Submit".</li> <li>vii. 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.</li> <li>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>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.</li> <li>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</li> <li>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).</li> <li>xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:ram.devata@gmail.com">ram.devata@gmail.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format "Suzlon Energy Limited".</li> </ul>
<p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p>	<p><b>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced</b></p> <ul style="list-style-type: none"> <li>i. Members, who have not registered their email address may send an email request at the email id <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> 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.</li> <li>ii. After receiving the e-voting instructions, please follow all the above steps to cast vote by electronic means.</li> <li>iii. It is clarified that for permanent registration of the email address, <ul style="list-style-type: none"> <li>• Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March 2023, all holders of physical securities in listed companies shall register the postal address along 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 their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <a href="https://ris.kfintech.com/">https://ris.kfintech.com/</a>. Form ISR-1 and the supporting documents can be provided by any one of the following modes: <ul style="list-style-type: none"> <li>a) 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;</li> <li>b) Through hard copies which are self-attested, which can be shared on the address of KFin;</li> <li>c) Through electronic mode with e-sign by following the link <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a>.</li> </ul>                     Detailed FAQs are available on KFin's weblink <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a>.                 </li> <li>• 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.</li> </ul> </li> </ul>

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

Members holding shares as on Cut-off date who have forgotten the User ID and password	<p><b>Members holding shares as on Cut-off date who have forgotten the User ID and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399          Example for NSDL: MYEPWD&lt;SPACE&gt; IN12345612345678          Example for CDSL: MYEPWD&lt;SPACE&gt; 1402345612345678          Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</p> <p>ii. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. 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.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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16. In case of any queries, the shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the download section of <https://evoting.kfintech.com>. In case of any queries / concern / grievances, the shareholders may contact Mr. Ganesh Chandra Patro, Deputy Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Rangareddi-500032, Telangana India, at email: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com); 1-800-309-4001 (toll free).

## Annexure I to the Postal Ballot Notice

### EXPLANATORY STATEMENT

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

#### **Agenda Item No.1: To appoint Mr. Sameer Shah as an Independent Director of the Company for a second term of three years**

Mr. Sameer Shah was appointed as an Independent Director of the Company for a term of five years w.e.f. 27<sup>th</sup> February 2020 and which term expires on 26<sup>th</sup> February 2025. In terms of Section 149(10) of the Act and Rules made thereunder, Mr. Sameer Shah is eligible for appointment for a second term as an Independent Director subject however to approval of the shareholders of the Company by way of a special resolution.

Considering the skills, expertise and competencies possessed by Mr. Sameer Shah, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as an Independent Director for the second term. Accordingly, on the basis of his annual performance evaluation, the Nomination and Remuneration Committee of the Board of Directors of the Company vide its resolution dated 20<sup>th</sup> January 2025 and the Board of Directors of the Company vide its resolution dated 21<sup>st</sup> January 2025 have recommended appointment of Mr. Sameer Shah as the Independent Director of the Company to hold office for a second term of three years from 27<sup>th</sup> February 2025 to 26<sup>th</sup> February 2028.

In the opinion of the Board, Mr. Sameer Shah fulfils the conditions specified in the Act and the Listing Regulations for appointment of and as an independent director of the Company for a second term and is independent of the management of the Company. Mr. Sameer Shah 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 Act.

#### **The details of Mr. Sameer Shah as required to be given in terms of Regulation 36 of the Listing Regulations are as under:**

Mr. Sameer Shah, aged 65 years, holds a BSc with honours from the University of Mumbai, an MBA from the University of Rochester, New York, and a Diploma in Securities Law from the Government Law College, Mumbai. He is also a qualified Treasurer with the Association of Corporate Treasurers in London, UK.

With over 40 years of experience spanning finance, banking, governance and strategy across diverse geographies and industry verticals, Mr. Shah has held several senior leadership roles. Most recently, he served as Chief Financial Officer and Head of Information and Communications Technology at a Petroleum, Chemicals & Mining Company. Prior to this, he held key leadership positions at Deutsche Bank, including as the Managing Director overseeing the Equity Services Business across Asia Pacific and the Arabian Gulf countries, as well as managing the Corporate Banking division for Western India. His earlier career includes roles at SABIC, Ontario Hydro (Hydro One), and Tata Consultancy Services.

Currently, Mr. Shah works as an independent Strategic Planning and Finance Consultant and collaborates with various nonprofit organizations in leadership and advisory roles. His work includes contributions to organizations such as Mercy Ships, Pacific Opera Victoria, Victoria Literacy Connection, and Sidney Classical Orchestra in Canada. He has also actively supported initiatives at Chinmaya Mission, the Sujaya Foundation, Jeevan Vikas Ganga Trust, and United Way.

The details of Mr. Sameer Shah are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Sameer Shah (DIN: 08702339)
2.	Age	65 years
3.	Qualifications	MBA from the University of Rochester, New York, Diploma in Securities Law from the Government Law College, Mumbai and qualified Treasurer with the Association of Corporate Treasurers in London, UK
4.	Experience	More than 40 years' experience spanning finance, banking, governance and strategy across diverse geographies and industry verticals
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Act.
6.	Date of first appointment to the Board	27 <sup>th</sup> February 2020
7.	Shareholding in the Company (either by self or as beneficial owner)	Nil



S. N.	Particulars	Details of Director
8.	Relationship with other Directors / KMPs	Mr. Sameer Shah is not related to any of the Directors or KMPs of the Company
9.	No. of meetings attended during the year	Mr. Sameer Shah has attended 5 out of 5 Board meetings held during the period from 1 <sup>st</sup> April 2024 till the date of this Notice.
10.	In case of Independent Directors, justification for choosing the appointee	Considering the skills, expertise and competencies possessed by Mr. Sameer Shah, it is felt that the Company would be benefitted by his rich experience and expertise
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	Mr. Sameer Shah possesses the requisite skills / expertise / competencies for his appointment as the Independent Director of the Company
13.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	1) Suzlon Energy Limited (Listed Company)	Audit Committee – Member Nomination and Remuneration Committee – Chairman
	2) Suzlon Global Services Limited	Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member
	3) Suzlon Gujarat Wind Park Limited	Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sameer Shah as an Independent Director is now being placed before the shareholders for their approval.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such document shall also be made available on the Company's website ([www.suzlon.com](http://www.suzlon.com)) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.

The Board of Directors recommend passing of the Special Resolution for appointment of Mr. Sameer Shah as an Independent Director of the Company for a second term of three years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying Notice.

Except for Mr. Sameer Shah, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

**Agenda Item No.2: To appoint Mrs. Seemantinee Khot as an Independent Director of the Company for a second term of three years**

Mrs. Seemantinee Khot was appointed as an Independent Director of the Company for a term of five years w.e.f. 16<sup>th</sup> March 2020 and which term expires on 15<sup>th</sup> March 2025. In terms of Section 149(10) of the Act and Rules made thereunder, Mrs. Seemantinee Khot is eligible for appointment for a second term as an Independent Director subject however to approval of the shareholders of the Company by way of a special resolution.

Considering the skills, expertise and competencies possessed by Mrs. Seemantinee Khot, it is felt that the Company would continue to be benefitted by her rich experience and expertise if she is appointed as an Independent Director for the second term. Accordingly, on the basis of her annual performance evaluation, the Nomination and Remuneration Committee of the Board of Directors of the Company vide its resolution dated 20<sup>th</sup> January 2025 and the Board of Directors of the Company vide its resolution dated 21<sup>st</sup> January 2025 have recommended appointment of Mrs. Seemantinee Khot as the Independent Director of the Company to hold office for a second term of three years from 16<sup>th</sup> March 2025 to 15<sup>th</sup> March 2028.

In the opinion of the Board, Mrs. Seemantinee Khot fulfils the conditions specified in the Act and the Listing Regulations for appointment of and as an independent director of the Company for a second term and is independent of the management of the Company. Mrs. Seemantinee Khot 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. She is not disqualified from being appointed as a director in terms of Section 164 of the Act.

**The details of Mrs. Seemantinee Khot as required to be given in terms of Regulation 36 of the Listing Regulations are as under:**

Mrs. Seemantinee Khot, aged 65 years is a Bachelor of Arts (Psychology, Pune University, 1980), MASW (Tata Institute of Social Sciences, Mumbai, 1982).

Mrs. Seemantinee Khot possesses a versatile experience of over 40 years in sustainable development with several domestic and international organisations, including the Food and Agriculture Organization United Nations (FAO/UN), Swiss Development Corporation, International Fund for Agricultural Development (IFAD), and other Bilateral Aid projects. She serves / had served on the boards of certain listed / unlisted companies, not-for-profits, micro-finance institutions, and farmer-producing organisations. With a Bachelor of Arts in Psychology and a Master's in Social Work from Tata Institute of Social Sciences, she has dedicated herself to agro-based livelihoods, rural development and women's empowerment initiatives through organisations like Participatory Research in Asia and BAIF Development Research Foundation. She has been instrumental in introducing gendered situation analysis and responding to class and caste inequities in governmental and non-governmental projects. Mrs. Khot has worked across all continents as Senior Evaluation Specialist for the UN Food and Agriculture Organisation. She is a Partner at CHHAYA Strategic Advisors LLP and the founding member of "Every Woman Everywhere," an initiative by Harvard Business School, and "Consult for Women's Land and Resource Rights". In 2023, Mrs. Khot was honoured with the prestigious Iconic Women Directors Awards 2023 for Greater Social Impact.

The details of Mrs. Seemantinee Khot are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mrs. Seemantinee Khot (DIN: 07026548)
2.	Age	65 years
3.	Qualifications	Bachelor of Arts (Psychology, Pune University, 1980), MASW (Tata Institute of Social Sciences, Mumbai, 1982)
4.	Experience	More than 40 years' experience in sustainable development with several domestic and international organisations,
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Act.
6.	Date of first appointment to the Board	16 <sup>th</sup> March 2020
7.	Shareholding in the Company (either by self or as beneficial owner)	4,149 Equity shares of Rs.2/- each
8.	Relationship with other Directors / KMPs	Mrs. Seemantinee Khot is not related to any of the Directors or KMPs of the Company
9.	No. of meetings attended during the year	Mr. Seemantinee Khot has attended 5 out of 5 Board meetings held during the period from 1 <sup>st</sup> April 2024 till the date of this Notice.
10.	In case of Independent Directors, justification for choosing the appointee	Considering the skills, expertise and competencies possessed by Mrs. Seemantinee Khot, it is felt that the Company would be benefitted by her rich experience and expertise
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	Mrs. Seemantinee Khot possesses the requisite skills / expertise / competencies for her appointment as the Independent Director of the Company.
13.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	1) Suzlon Energy Limited (Listed Company)	Stakeholders Relationship Committee – Chairperson Nomination and Remuneration Committee – Member CSR & ESG Committee – Chairperson
	2) Suzlon Global Services Limited	Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Chairperson
	3) Suzlon Gujarat Wind Park Limited	Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Chairperson
	4) SE Forge Limited	Audit Committee – Member Nomination and Remuneration Committee – Chairperson Corporate Social Responsibility Committee – Chairperson

**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](http://www.suzlon.com); email id: [investors@suzlon.com](mailto:investors@suzlon.com)

S. N.	Particulars	Details of Director
	5) Anik Financial Services Private Limited	Nil

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Seemantinee Khot as an Independent Director is now being placed before the shareholders for their approval.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such document shall also be made available on the Company's website ([www.suzlon.com](http://www.suzlon.com)) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.

The Board of Directors recommend passing of the Special Resolution for appointment of Mrs. Seemantinee Khot as an Independent Director of the Company for a second term of three years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.2 of the accompanying Notice.

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

By order of the Board of Directors of  
Suzlon Energy Limited

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

Place : Pune  
Date : 21<sup>st</sup> January 2025

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