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Consolidated Report of Scrutinizer on remote e-voting and e-voting during the NCLT convened Meeting of Equity Shareholders of Suzlon Energy Limited

[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions of the Honourable National Company Law Tribunal, Ahmedabad Bench vide its Order dated 30th October 2025 in Scheme Application C.A.(CAA)/50(AHM)2025]

To,

Mr. Ravi Kapoor, Practicing Company Secretary

The Chairperson appointed by the Honourable National Company Law Tribunal, Ahmedabad Bench ('NCLT') for the meeting of the Equity Shareholders of Suzlon Energy Limited ('the Company') (CIN: L40100GJ1995PLC025447) having its Registered Office at "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

Dear Sir,

Sub.: Consolidated Scrutinizers' Report on the resolution passed through remote e-voting and e-voting at NCLT convened Meeting of Equity shareholders of the Company convened and held on Friday, 12th December 2025 at 10.30 a.m. (IST) via video conferencing / other audio-visual means ('VC / OAVM') as per the directions of the Hon'ble NCLT vide its Order dated 30th October 2025 in Scheme Application C.A.(CAA)/50(AHM)2025 (the 'Order').

I, Chirag Shah, Partner, Chirag Shah and Associates, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its order dated 30th October 2025 (the 'Order') as the Scrutinizer for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT convened meeting of the Equity Shareholders of Suzlon Energy Limited (hereinafter referred to as the "Company") (the "Meeting") convened by order of NCLT and held through VC/OAVM on Friday, 12th December 2025 at 10.30 a.m. (IST), pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. (i) 20/2020 dated 5th May 2020 (AGM Circular), (ii) 14/2020 dated 8th April 2020 (EGM Circular – I) and (iii) 17/2020 dated 13th April 2020 (EGM Circular – II) and all other applicable MCA Circulars issued by the Ministry of Corporate Affairs (hereinafter referred to as the "MCA Circulars") for seeking approval of the Equity Shareholders to the Scheme of Arrangement in the nature of Reorganisation and Reclassification of Reserves of Suzlon Energy Limited, the Company and its Shareholders and creditors ("Scheme of Arrangement" or "Scheme") under sections 230 and 231 read with Section 52 and 66 and other applicable provisions of the Companies Act, 2013 (the "Act")

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along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in terms of the Notice dated 4th November 2025.

As mentioned in the Notice, the proceedings of the Meeting were deemed to be conducted at the Registered Office of the Company located at "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009 and the same was deemed to be the venue of the Meeting.

I do hereby submit my report as under:

- (i) The Company had appointed KFin Technologies Limited ("KFin") as the Agency for providing remote e-voting and e-voting facility to the Equity Shareholders of the Company for participating in the Meeting through VC / OAVM.
- (ii) Kfin had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Equity Shareholders of the Company, which was held on Friday, 12th December 2025 at 10.30 a.m. IST.
- (iii) Individual Notices dated 4th November 2025 were sent by Electronic Mail on 8th November 2025 to all those Equity Shareholders whose email addresses are registered with the Applicant Company. For the Equity Shareholders who have not registered their email ids with the Applicant Company before 31st October 2025, Notices were sent together with web-link and exact path on 8th November 2025 for accessing the Particulars as well as the instructions for remote e-voting, attending the Meeting through VC / OAVM and e-voting during the Meeting through courier.
- (iv) The said Notice was also placed on the website of the Company at www.suzlon.com and the weblink of KFin (<https://evoting.kfintech.com>).
- (v) Notice of the meeting of the Equity shareholders of the Company was published on 9th November 2025 in the English Daily "Indian Express" (National Edition) and in the Gujarat Daily "Sandesh" (Ahmedabad Edition).
- (vi) The Management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (iii) SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 ('SEBI Master Circular on scheme of arrangement') and (iv) the Order in this regard.
- (vii) The Company had provided remote e-voting facility and e-voting facility during the Meeting through KFin Technologies Limited ("KFin") to its Equity Shareholders as on the cut-off date i.e. Friday, 5th December 2025.
- (viii) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes



cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by Kfin.

- (ix) The remote e-voting period had commenced on Tuesday, 9th December 2025 at 9:00 a.m. (IST) and has ended on Thursday, 11th December 2025 at 5:00 p.m. (IST).
- (x) At the meeting of the Equity Shareholders of the Company held through VC/OAVM, on Friday, 12th December 2025, after considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (xi) The remote e-voting module was disabled and blocked by KFin for voting on Thursday, 11th December 2025 at 5:00 p.m. (IST).
- (xii) The votes cast through the e-voting module of KFin was unblocked on Friday, 12th December 2025 at 11.21 a.m. (IST) in the presence of two witnesses, CS Raimeen Maradiya and CS Neha Soni who are not in the employment of the Company.
- (xiii) Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the Equity Shareholders and the e-voting done at the meeting.
- (xiv) The consolidated results of the remote e-voting and the e-voting during Meeting seeking approval of the Equity Shareholders of the Company to the Scheme are as under:

Resolution: To consider and approve the Scheme of Arrangement in the nature of Reorganisation and Reclassification of Reserves of Suzlon Energy Limited, the Company and its Shareholders and creditors ("Scheme of Arrangement" or "Scheme") under sections 230 and 231 read with Section 52 and 66 and other applicable provisions of the Companies Act, 2013 (the "Act") along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

(a) Total Valid Votes:

Voting Description	Number of Members who voted	Nos. of valid Votes
E-voting at the meeting	10	306177701
Remote E- voting	2472	6193414271
Total	2468*	6499591972

*out of the aforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 14 equity shareholders have partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 14 equity shareholders have been considered only once. Thus, 2468 equity shareholders in number (10+2472= 2482 – 14 = 2468) voted during the remote e-voting.



(b) Voted in favour of the resolution:

Voting Description	Number of Members who voted	% of total number of Equity shareholders voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	8	80.0000%	306177646	100.0000%
Remote E- voting	2388	96.6019%	6193193807	99.9964%
Total	2396	96.6019%	6499371453	99.9966%
Detailed Report of Voted in favour is enclosed and marked as ANNEXURE – A				

(c) Voted against the resolution:

Voting Description	Number of Members who voted	% of total number of Equity shareholders voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	2	20.0000%	55	0.0000%
Remote E- voting	84	3.3981%	220464	0.0036%
Total	86	3.4649%	220519	0.0034%
Detailed Report of Voted in against is enclosed and marked as ANNEXURE – B				

(d) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting at the meeting	0	0
Remote E- voting	58	2447771
Total	58	2447771

(xv) Under the instructions of the NCLT Order, the quorum fixed for the meeting of the Equity shareholders was 30 (Thirty).

(xvi) Out of 64 Equity Shareholders holding 343706405 equity shares, who attended the meeting:

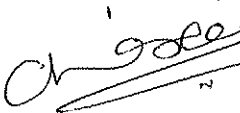
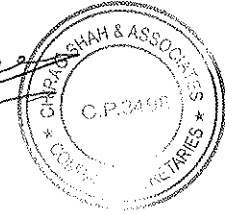
(a) 31 Equity Shareholders holding 31381432 equity shares and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting as per "Annexure C"

(b) 23 Equity Shareholders holding 6147272 equity shares, who attended the meeting through VC/OAVM, did not cast their votes as per "Annexure D".



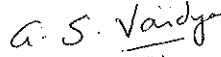
- (c) 10 Equity Shareholders holding 306177701 equity shares, cast their vote through e-voting facility at Meeting through VC/OAVM as per "Annexure E".
- (d) 20 Equity Shareholders holding 79346929 equity shares had less voted 15695477 equity shares through remote e-voting as per "Annexure F".
- (xvii) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Ms. Geetanjali S. Vaidya, Company Secretary of the Company for records.
- (xviii) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,



Scrutinizer
CS Chirag Shah
Practicing Company Secretary
FCS No.: 5545; CP : 3498
Place : Ahmedabad
Date : December 12, 2025.
UDIN : F005545G002374923
Peer Review Cert. 6543/2025

Countersigned:
For, Suzlon Energy Limited



Ms. Geetanjali S. Vaidya,
(Company Secretary and Person
Authorised by Chairman)

