

**Suzlon Energy Ltd.**

Regd. Office:  
"Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura  
Ahmedabad - 380 009, India

**SUZLON**

POWERING A GREENER TOMORROW

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Fax : +91.79.26565540  
E-mail : ho@suzlon.com  
URL : www.suzlon.com

24<sup>th</sup> May 2019.

**National Stock Exchange of India Limited,**  
"Exchange Plaza",  
Bandra-Kurla Complex, Bandra (East),  
Mumbai-400051.

**BSE Limited,**  
P.J. Towers,  
Dalal Street,  
Mumbai-400001.

Dear Sirs,

**Sub.: Annual Secretarial Compliance Report.**

**Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019.**

In terms of SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019 enclosed please find the Annual Secretarial Compliance Report dated 30<sup>th</sup> April 2019 of Suzlon Energy Limited for the year ended 31<sup>st</sup> March 2019 issued by Mr. Dinesh Joshi, Kanj & Co. LLP, Company Secretaries, Pune.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Suzlon Energy Limited**

*H.A. Kanuga*  
**Hemal A. Kanuga,**  
**Company Secretary.**



Encl.: As above.

**SECRETARIAL COMPLIANCE REPORT OF SUZLON ENERGY LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019.**

I, CS Dinesh Joshi have examined:

- (a) all the documents and records made available to us and explanation provided by Suzlon Energy Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder.

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, *except* in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(8) and 33 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.	NIL	It is observed that instead of obtaining the certifications by the Chief Financial Officer of the listed entity, Certifications were obtained from the Group Chief Financial Officer.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) Following are the details of action taken against the listed entity/ its promoters/ directors/ material subsidiaries by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

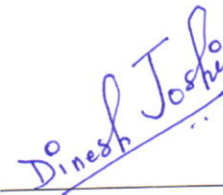


Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Securities and Exchange Board of India	<p>The Company had violated Section 21 of the SCRA, 1956 read with clause 36 of Listing Agreement and clause 2.1 of Schedule II - code of corporate disclosure practices for prevention of insider trading read with regulation 12 of SEBI (Prohibition of Insider Trading) Regulations, 1992.</p> <p>Mr. Hemal A Kanuga, Compliance Officer of the Company had violated Clause 3.2 of Schedule II code of corporate disclosure practices for prevention of insider trading read with regulation 12 of SEBI (Prohibition of Insider Trading) Regulations, 1992.</p>	<p>SEBI has imposed a monetary penalty of Rs. 1,00,00,000/- (Rupees One Crore) on the Company under section 23E of SCRA and Rs. 5,00,000/- (Rupees Five Lakhs) on the Company under section 23A(a) of SCRA and a penalty of Rs. 5,00,000/- (Rupees Five Lakhs) on the Company and Compliance Officer of the Company under section 15HB of SEBI Act.</p>	<p>The Company has intimated the Stock Exchanges regarding the penalty imposed pursuant to the Regulation 30 of the SEBI (LODR) Reg., 2015 and has also put up the matter in the subsequent Board Meeting. An appeal has also been filed with Securities Appellate Tribunal.</p>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: This being the first report, this clause is not applicable and hence nothing to comment on.

*Dinesh Joshi*  


Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

A handwritten signature in blue ink that reads "Dinesh Joshi".

DINESH JOSHI  
DESIGNATED PARTNER  
KANJ & CO. LLP  
COMPANY SECRETARIES  
FCS No.: 3752  
C P No.: 2246

DATE: 30<sup>th</sup> April, 2019  
PLACE: Pune