

27th May 2022.

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.

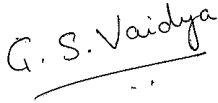
Ref.: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8th February 2019 enclosed please find the Annual Secretarial Compliance Report dated 25th May 2022 of Suzlon Energy Limited for the financial year ended 31st March 2022 issued by Mr. Chirag Shah, Partner, Chirag Shah & Associates, Practicing Company Secretaries, Ahmedabad.

This is for your information and records.

Thanking you,

Yours faithfully,
For Suzlon Energy Limited



Geetanjali S.Vaidya,
Company Secretary.

Encl.: As above.



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

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SECRETARIAL COMPLIANCE REPORT OF SUZLON ENERGY LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

To,

SUZLON ENERGY LIMITED

CIN: L40100GJ1995PLC025447

"Suzlon", 5, Shrimali Society,

Near Shri Krishna Complex,

Navrangpura,

Ahmedabad – 380009.

We, Chirag Shah and Associates, Practicing Company Secretaries, 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 i.e. www.suzlon.com,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("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;
- (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 **(Not Applicable to the listed entity during the Review Period);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the listed entity during the Review Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Review Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Review Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the listed entity during the Review Period);** and
- (j) the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
and circulars/ guidelines issued thereunder;

Based on the above examination, we 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
Not Applicable			

- (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 our examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either 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.
None				

The Securities and Exchange Board of India ("SEBI") by an adjudication order dated 20th April 2018 had imposed a monetary penalty of a total sum of Rs.1.10 Crores on the Company and its then Compliance Officer for alleged non-reporting of events in the past and against which the Company had filed an appeal with Securities Appellate Tribunal ("SAT"). SAT vide its order dated 3rd May 2021 had, while confirming the order of the SEBI with regard to the penalty imposed upon the Company to the extent of Rs.5 Lacs and imposition of Rs.5 Lacs penalty upon the Company and the then Compliance Officer, set aside the imposition of the penalty of Rs.1 Crore upon the Company. The Company had duly complied with the said order of SAT and paid the requisite penalty of Rs.10 Lacs on 28th May 2021.

SEBI has now filed an appeal with the Honourable Supreme Court of India against the said order of SAT.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: -

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations were made in the secretarial compliance report for the year ended.	Actions are taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")	Non-compliance with the corporate governance	A fine of Rs. 5000/- per day for each day for the period of 1 st January 2020 till 15 th March 2020	The said non-compliance was since cured w.e.f. 16 th March 2020.



	requirements in respect of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1 st January 2020 till 15 th March 2020.	aggregating to Rs. 3,75,000/- plus applicable GST was levied by each of NSE and BSE each on the Company which was duly paid.	The requisite fine was paid by the Company within stipulated time.
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We, further, report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period. In this regard, we report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**For, Chirag Shah and Associates
Practicing Company Secretary**



**Chirag Shah
Partner**

Membership No. FCS 5545

C P No. 3498

UDIN : F005545D000389808

Place: Ahmedabad

Date: 25th May, 2022