

**Compliance report with the requirements specified in SEBI circular No.
CIR/CFD/CMD/16/2015 dated November 30, 2015**

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation and Arrangement between SE Blades Limited, SE Electricals Limited and Suzlon Wind International Limited (Transferor /Amalgamating Companies), Suzlon Structures Limited (Demerging Company) and Suzlon Energy Limited (Transferee /Amalgamated /Resulting Company) with their respective shareholders and creditors (the Scheme)

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether complied or not & how
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, NSE – Annexure A
2.	Documents to be submitted	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes – Annexure B
2.b	Valuation Report from Independent Chartered Accountant	Yes – Annexure C
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes – Annexure D
2.d	Fairness opinion by merchant banker	Yes – Annexure E
2.e	Pre and post amalgamation and arrangement shareholding pattern	Yes – Annexure F
2.f	Audited financials of last 3 years (financials not being more than 6 months old of unlisted company);	Yes – Annexure G
2.g	Compliance with requirements of Regulation 17 to 27 of Listing Regulations.	Yes – Annexure H
2.h	Complaints Report	Will be submitted in due course
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable as no shares are contemplated to be issued pursuant to the Scheme.



6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	There are outstanding FCCBs and ESOPs however point no.4 above is not applicable.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable as no shares are contemplated to be issued pursuant to the Scheme.

For Suzlon Energy Limited

H.A.Kanuga

**Hemal A.Kanuga,
Company Secretary.
M. No. F4126.**



Date: 27th April 2016