

Annexure I - Quarterly Compliance Report on Corporate Governance in terms of Listing Regulations

Name of the Company : Suzlon Energy Limited
Quarter ending on : March 31, 2016

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category	Date of the appointment in current term / Cessation	Tenure	No. of Directorships in listed entity including this listed entity	No. of memberships in Audit / Stakeholders' Committee(s) including this listed entity		No. of post of Chairpersons in Audit / Stakeholders' Committee(s) including this listed entity	
							Audit	Stakeholders Relationship	Audit	Stakeholders Relationship
Mr.	Tulsi R.Tanti, Chairman & Managing Director	AARPT6363J / 00002283	Chairperson / Executive	Date of appointment as a Director: 10/04/1995. Reappointment as Managing Director w.e.f. 01/04/2014 to 31/03/2017	-	1	-	1	-	-
Mr.	Girish R.Tanti	ABFPT3310E / 00002603	Non- Executive	04/12/1995	-	1	-	-	-	-
Mr.	Vaidhyanathan Raghuraman	AAHPR9789E / 00411489	Non- Executive / Independent	25/09/2014 to 24/09/2019 (Date of original appointment: 29/10/2005)	5 years	1	8	1	4	1
Mr.	Vinod R.Tanti	AARPT6367N / 00002266	Non- Executive	01/11/2010	-	1	6	1	3	-
Mr.	Rajiv Ranjan Jha	ACBPJ2598R / 03523954	Non- Executive / Nominee of Power Finance Corporation	28/04/2011	-	1	-	-	-	-
Mr.	Marc Desaedeleer	PAN: N.A. DIN: 00508623	Non- Executive / Independent	25/09/2014 to 24/09/2019 (Date of original appointment:	5 years	1	-	-	-	-



Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category	Date of the appointment in current term / Cessation	Tenure	No. of Directorships in listed entity including this listed entity	No. of memberships in Audit / Stakeholders' Committee(s) including this listed entity		No. of post of Chairpersons in Audit / Stakeholders' Committee(s) including this listed entity	
							Audit	Stakeholders Relationship	Audit	Stakeholders Relationship
Mr.	Ravi Uppal	AABPU8237E / 00025970	Non- Executive / Independent	01/04/2012) 25/09/2014 to 24/09/2019 (Date of original appointment: 28/09/2012)	5 years	2	-	-	-	-
Ms.	Medha Joshi	AAFJ7133C / 00328174	Non- Executive / Nominee of IDBI Bank Limited	03/05/2014	-	1	1	-	-	-
Mr.	Venkataraman Subramanian	AROPS0759H / 00357727	Non- Executive / Independent	25/09/2014 to 24/09/2019 (Date of original appointment: 25/09/2014)	5 years	3	5	-	-	-
Ms.	Pratima Ram	ABNPR8942E / 03518633	Non- Executive / Nominee of State Bank of India	27/03/2015	-	4	3	-	-	-
Mr.	Per Hornung Pedersen	PAN: N.A. DIN: 07280323	Non- Executive / Independent	28/09/2015 to 27/09/2020 subject to approval of shareholders (Date of original appointment:28/09/2015	5 years	1	1	-	-	-

* While considering the total no. of committee positions, the memberships / chairmanships in Audit and Stakeholders Relationship committees across all public limited companies (whether listed or not) have been considered in terms of the information made available to us.



Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category	Date of the appointment in current term / Cessation	Tenure	No. of Directorships in listed entity including this listed entity	No. of memberships in Audit / Stakeholders' Committee(s) including this listed entity		No. of post of Chairpersons in Audit / Stakeholders' Committee(s) including this listed entity	
							Audit	Stakeholders Relationship	Audit	Stakeholders Relationship
Mr.	Ravi Uppal	AABPU8237E / 00025970	Non- Executive / Independent	01/04/2012) 25/09/2014 to 24/09/2019 (Date of original appointment: 28/09/2012)	5 years	2	-	-	-	-
Ms.	Medha Joshi	AAFJ7133C / 00328174	Non- Executive / Nominee of IDBI Bank Limited	03/05/2014	-	1	1	-	-	-
Mr.	Venkataraman Subramanian	AROPS0759H / 00357727	Non- Executive / Independent	25/09/2014 to 24/09/2019 (Date of original appointment: 25/09/2014)	5 years	3	5	-	-	-
Ms.	Pratima Ram	ABNPR8942E / 03518633	Non- Executive / Nominee of State Bank of India	27/03/2015	-	4	3	-	-	-
Mr.	Per Hornung Pedersen	PAN: N.A. DIN: 07280323	Non- Executive / Independent	28/09/2015 to 27/09/2020 subject to approval of shareholders (Date of original appointment:28/09/2015	5 years	1	1	-	-	-

* While considering the total no. of committee positions, the memberships / chairmanships in Audit and Stakeholders Relationship committees across all public limited companies (whether listed or not) have been considered in terms of the information made available to us.



II. Composition of Committees

Name of Committee	Names of Committee members and category
1. Audit Committee	<ol style="list-style-type: none"> Mr. Vaidhyanathan Raghuraman – Chairperson – Non-executive - Independent Mr. Venkataraman Subramanian – Member - Non-executive - Independent Mrs. Medha Joshi – Member - Non-executive - Nominee Mr. Per Hornung Pedersen – Member - Non-executive - Independent
2. Nomination and Remuneration Committee	<ol style="list-style-type: none"> Mr. Vaidhyanathan Raghuraman – Chairperson – Non-executive - Independent Mr. Marc Desaedeleer – Member - Non-executive - Independent Mrs. Medha Joshi – Member – Non-executive - Nominee Mr. Per Hornung Pedersen – Member – Non-executive - Independent Mr. Girish R.Tanti – Member - Non-executive
3. Risk Management Committee*	<ol style="list-style-type: none"> Mr. Tulsi R.Tanti – Chairperson – Executive Mr. Vinod R.Tanti – Member - Non-executive Mr. Kirti J.Vagadia – Member – Chief Financial Officer
4. Stakeholders Relationship Committee	<ol style="list-style-type: none"> Mr. Vaidhyanathan Raghuraman – Chairperson – Non-executive - Independent Mr. Tulsi R.Tanti – Member – Executive Mr. Vinod R.Tanti – Member – Non-executive

* Not mandatorily required to be formed by the Company however constituted as a matter of good governance.

III. Meetings of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (October – December)	Date(s) of Meeting (if any) in the relevant quarter (January – March)	Maximum gap between any two consecutive meetings in number of days
30 th October 2015	29 th January 2016	90 days

IV. Meetings of Audit Committees

Date(s) of Meeting of the committee in the previous quarter (October – December)	Date(s) of Meeting of the committee in the relevant quarter (January – March)	Maximum gap between any two consecutive meetings in number of days	Whether the requirement of Quorum met (details)
30 th October 2015	29 th January 2016	90 days	Yes. All the members were present at the Audit Committee meeting dated 29 th January 2016.



V. Related party transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except for Regulation 17(1)(b), however the Company is in the process of reconstituting the Board in order to comply with Regulation 17(1)(b) pertaining to independent directors by appointment of requisite number of Independent Directors.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (not mandatorily required to be formed by the Company however constituted as a matter of good governance).
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report shall be placed before the Board of Directors at its next meeting to be held for approval of quarterly / annual results.

For Suzlon Energy Limited

H.A. Kanuga

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



Annexure II - Compliance Report on Corporate Governance in terms of Listing Regulations
Format to be submitted by listed entity at the end of the financial year i.e. as on 31st March 2016 (for the whole of financial year)

Name of the Company : Suzlon Energy Limited
 Quarter ending on : March 31, 2016

I. Disclosure on website in terms of Listing Regulations:

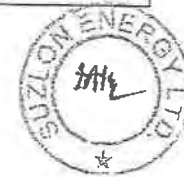
Item	Compliance status (Yes / No / N.A.)	Remarks
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / whistle blower policy	Yes	
Criteria of making payments to non-executive directors	N.A.	Since disclosed in the Annual Report
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarisation programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and / or their associates	N.A.	
New name and the old name of the listed entity	N.A.	

II Annual Affirmations:

Particulars	Regulation Number	Compliance status (Yes / No / N.A.)	Remarks
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	



Particulars	Regulation Number	Compliance status (Yes / No / N.A.)	Remarks
Board composition	17(1)	No	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except for Regulation 17(1)(b), however, the Company is in the process of reconstituting the Board in order to comply with Regulation 17(1)(b) pertaining to independent directors by appointment of requisite number of Independent Directors.
Meeting of board of directors	17(2)	Yes	
Review of compliance reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	The Company through known contacts and / or the professional agencies / platforms identifies talents as a part of succession planning.
Code of conduct	17(5)	Yes	
Fees / compensation	17(6)	Yes	
Minimum information	17(7)	Yes	
Compliance certificate	17(8)	Yes	
Risk assessment & management	17(9)	Yes	
Performance evaluation of independent directors	17(10)	Yes	
Composition of audit committee	18(1)	Yes	
Meeting of audit committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of stakeholder relationship committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	Not mandatorily required to be formed by the Company, however constituted as a matter of good governance
Vigil mechanism	22	Yes	
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	



Particulars	Regulation Number	Compliance status (Yes / No / N.A.)	Remarks
Composition of board of directors of unlisted material subsidiary	24(1)	Yes	
Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Maximum directorship & tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarisation of independent directors	25(7)	Yes	
Memberships in committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	
Disclosure of shareholding by non-executive directors	26(4)	Yes	
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity.

For Suzlon Energy Limited

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

