

**CERTIFICATE  
IN ACCORDANCE WITH Clause 24(i) OF THE LISTING AGREEMENT**

To,  
The Board of Directors,  
Suzlon Energy Limited  
Suzlon 5, Shrimali Society,  
Near Krishna Complex, Navrangpura,  
Ahmedabad - 380009, Gujarat

We, SNK & Co. (Firm Registration No. 109176W), the statutory auditors of Suzlon Energy Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 12 and Clause 16 of the Draft Scheme of Amalgamation and Arrangement ("the Scheme") (under Sections 391-394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, if any) between SE Blades Limited, SE Electricals Limited, Suzlon Wind International Limited (Transferor / Amalgamating Companies), Suzlon Structures Limited (Demerging Company) and Suzlon Energy Limited (Transferee / Amalgamated / Resultant Company) and their respective shareholders and creditors with reference to its compliance with the applicable Accounting Standards notified by the Central Government in section 133 of the Companies Act, 2013 as amended from time to time along with the rules thereof, and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved.

Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We have carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.



This Certificate is issued at the request of Suzlon Energy Limited pursuant to the requirements of clause 24(i) of the Listing Agreement for onward submission to BSE Limited and the National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without prior written consent.

For SNK & Co.  
Chartered Accountants,  
FRN : 109176W

*Sanjay N. Kapadia*



Sanjay N. Kapadia  
Partner  
M. No. 38292  
Place: Surat  
Date : 27<sup>th</sup> April, 2016