

27th April 2016.

To,
The Board of Directors,
Suzlon Energy Limited,
Ahmedabad.

ANNEXURE X**Certificate on Non-applicability of Para 1(A)(9)(a) of Annexure I of SEBI Circular No CIR/CFD/CMD/16/2015 dated 30 November, 2015 issued by the Securities and Exchange Board of India.**

1. This certificate is issued solely at the request of Suzlon Energy Limited ("the Company").
2. We refer to the accompanying undertaking of the Company stating the reasons for non-applicability of paragraph 1(A)(9)(a) ["Para 9(a)"] of the Circular No.CIR/CFD/CMD/16/2015 dated 30th November 2015 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter referred to as the "SEBI Circular") which has been prepared by the Company pursuant to the requirements of paragraph 1(A)(9)(c) ["Para 9(c)"] of the SEBI Circular in connection with the draft Composite Scheme of Amalgamation and Arrangement between SE Blades Limited, Suzlon Wind International Limited and SE Electricals Limited (collectively referred to as the "Transferor Companies" or the "Amalgamating Companies") and Suzlon Structures Limited ("Demerging Company") with the Company and their respective shareholders and creditors (the "Scheme") for merger of SEBL, SEEL and SWIL into the Company and demerger of Tower manufacturing business of SSL into the Company. The Company is required to submit an Undertaking as per the SEBI Circular, duly certified by the statutory auditors, with the National Stock Exchange of India Limited and BSE Limited (together referred to as "Stock Exchanges") towards non-applicability of conditions mentioned in Para 9(a) of the SEBI Circular.
3. In connection with the requirement as stated in Paragraph 1 above, we have been provided by the Company a certified true copy of the Draft Scheme (as attached herewith) and certified true copy of the Undertaking (as attached herewith) as per the SEBI Circular. We have relied on the above details and have performed no further procedures in this regard.

Management's Responsibility for the Undertaking

4. The preparation of the Undertaking is the responsibility of the Company including but not limited to the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI Circular and the Companies Act, 1956 and Companies Act, 2013 as applicable and other applicable statutes in relation to the Draft Scheme and for providing all the information to the SEBI and Stock Exchanges.



Auditors' Responsibility

6. Pursuant to the SEBI Circular, it is our responsibility to examine the Draft Scheme and other relevant records and documents maintained by the Company and certify whether the requirements set out in Para 9(a) of the SEBI Circular, as stated in the Undertaking, are applicable to the Draft Scheme or not.
7. We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate, accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid Scheme other than matters referred to in this certificate.

Conclusion

8. On the verification of the Undertaking given by the Company and the Scheme and based on our examination as above, and the information and explanations furnished to us and specific representation received by us from the management, we, M/s. SNK & Co., Chartered Accountants, one of the joint statutory auditors, certify that to the best of our knowledge, the requirements set out in Para 9(a) of the SEBI Circular, and as stated in the Undertaking, are not applicable to the Draft Scheme on the following grounds:
 - a. The Scheme does not envisage any issue / allotment of any additional shares to Promoter / Promoter Group, Related parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the Company.
 - b. The Scheme involves merger / demerger of wholly owned subsidiaries of the Company, and does not involve any entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, subsidiary(s) of Promoter / Promoter Group.
 - c. The Equity Shares of SE Blades Limited, SE Electricals Limited, Suzlon Wind International Limited and Suzlon Structures Limited were not owned by Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, subsidiary(s) of Promoter / Promoter Group of the Company, at any time in the past.

Restrictions on Use

9. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate or anything said or done in the course of or in connection with the services that are subject of this certificate, will extend any duty of care we have in our capacity as auditors of the Company.



10. This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to file its application with the Stock Exchanges and should not be used by any other person or any other purpose. M/s. SNK & Co., Chartered Accountants, neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For SNK & Co.
Chartered Accountants
FRN : 109176W

Sanjay N. Kapadia



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