

17th June 2021.

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 16th June 2021 of Suzlon Energy Limited for the financial year ended 31st March 2021 issued by Mr. Chirag Shah, Partner, Chirag Shah & Associates, Practising Company Secretaries, Ahmedabad.

This is for your information and records.

Thanking you,

Yours faithfully,
For Suzlon Energy Limited

G. S. Vaidya

Geetanjali S.Vaidya,
Company Secretary.

Encl.: As above.



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,
Besides Ganesh Genesis,

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SECRETARIAL COMPLIANCE REPORT OF SUZLON ENERGY LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2021

To,

SUZLON ENERGY LIMITED

(CIN: L40100GJ1995PLC025447)

Regd. Office: "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, 2021 ("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) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(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 **(Not Applicable to the Company during the Review Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and 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; **(Not Applicable to the Company during the Review Period);** and
- (j) the Securities and Exchange Board of India (Depositories and Participants) 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 my/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.
1.	National Stock Exchange of	Non-compliance	During the year under audit, a fine	The said non-compliance was



India Limited ("NSE") and BSE Limited ("BSE")	with the corporate governance requirements in respect of Regulation 17(1) of the 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	of Rs. 5000/- per day for each day 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 on the Company, which was duly paid.	since cured w.e.f. 16 th March 2020. The requisite fine was paid by the Company within stipulated time.
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(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 made in the secretarial compliance report for the year ended.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Composition of the Board of Directors was not in compliance with the regulations from 27 th December, 2019 till 15 th March 2020.	31 st March, 2020.	The Company has duly reported such Non-Compliance in the Corporate Governance Report and the same has been rectified on 16 th March, 2020.	As on 31 st March, 2020, the Board Composition was in compliance with the regulations.
2.	The Composition of the Audit Committee was not in pursuance to the Regulations.	31 st March, 2020.	The Company has duly reported such Non-Compliance in the Corporate Governance Report and the same has been rectified on 15 th October, 2019.	As on 31 st March, 2020, the Composition of the Audit Committee was in compliance with the regulations.



3.	The Composition of the Risk Management Committee was not in pursuance to the Regulations.	31 st March, 2020.	The composition of the Risk Management Committee had been rectified as on 31 st March 2020.	As on 31 st March, 2020, the Composition of the Risk Management Committee was in compliance with the regulations.
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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

Practising Company Secretary



Chirag Shah

Partner

FCS No. FCS 5545

C P No. 3498

UDIN : F005545C000466753

Place: Ahmedabad

Date: June 16, 2021