

11th November 2024.

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.: Compliance Report to be submitted along with the draft Scheme.

It is hereby certified that the draft scheme of arrangement under section 230 and 231 read with Section 52 and Section 66 and other applicable provisions of the Companies Act 2013, as may be applicable and rules framed thereunder, between Suzlon Energy Limited (‘SEL’ or the ‘Company’) and its shareholders and creditors (**the ‘Scheme’**) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges and the same is in compliance with the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sr. No.	Reference	Particulars	Whether complied or not
1.	Regulations 17 to 27 of LODR	Corporate governance requirements	Complied
2.	Regulation 11 of LODR Regulations	Compliance with securities law	Complied
Requirements of the SEBI Master Circular SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20 th June 2023 (‘Master Circular’)			
a)	Para (I)(A)(2)	Submission of documents to the Stock Exchanges	Complied
b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Please note that the Scheme does not involve any unlisted entity. Accordingly, the conditions for schemes of arrangement involving unlisted entities set out in Paragraph (A)(3) of Part I of the Master Circular are not applicable to the Scheme.
c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Please note that the Scheme does not involve any change in shareholding pattern of the Company. Accordingly, the requirement of submission of valuation report is not applicable to Scheme in terms of Paragraph (A)(4) (b) of Part I of the Master Circular.

G. S. V.
Suzlon Energy Limited

Sr. No.	Reference	Particulars	Whether complied or not
d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Please note that the Scheme does not fall within the conditions specified at Paragraph (A) (10) (b) (i) and paragraph (A) (10) (c) of Part I of the Master Circular. Accordingly, the requirement of obtaining approval of only the public shareholders through e-voting is not applicable to the Scheme.

For Suzlon Energy Limited



Geetanjali S.Vaidya,
Company Secretary.



For Suzlon Energy Limited



Vinod R.Tanti,
Managing Director.

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement under section 230 and 231 read with Section 52 and Section 66 and other applicable provisions of the Companies Act 2013, (the 'Act') as may be applicable between Suzlon Energy Limited ('SEL' or the 'Company') and its shareholders and creditors (the 'Scheme') are in compliance with all the Accounting Standards applicable to a listed entity.

For Suzlon Energy Limited



Himanshu Mody,
Chief Financial Officer.



For Suzlon Energy Limited



Vinod R.Tanti,
Managing Director.