

SUZLON'S OMBUDSMAN POLICY

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1. INTRODUCTION

SUZLON (hereinafter referred to as "the Company") is committed to the highest standards of openness, probity and accountability.

An important aspect of accountability and transparency is a mechanism to enable anyone dealing with the Company to voice concerns in a responsible and effective manner.

Where any person dealing with the Company discovers information which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing then this information should be disclosed without fear of reprisal

2. SPIRIT OF THE POLICY

As is well known, SUZLON does not tolerate any malpractice, impropriety, abuse or wrongdoing and it now expects any person dealing with the Company, who has concerns to come forward and voice those concerns.

This policy has been introduced by the Company to enable any person dealing with the Company to raise their concerns about any malpractice, impropriety, abuse or wrongdoing at an early stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage.

3. SCOPE OF THE POLICY

This policy is designed to enable any person dealing with the Company to raise concerns internally and at a high level and to disclose information, which the individual believes shows malpractice, impropriety, abuse or wrongdoing. This policy is intended to deal with concerns which are at least initially to be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary.

4. APPLICABILITY OF THE POLICY AND ITS EFFECTIVE DATE

This policy applies to any person dealing with the Company and becomes effective as of 1st February, 2010.

5. ASSURANCES UNDER THE POLICY

The Company will not tolerate any harassment or victimization (including informal pressures) of/against the disclosing person and will take appropriate action to protect the individual when he/ she raises a concern in good faith.

6. POLICY AND PROCEDURE FOR DISCLOSURE, ENQUIRY AND DISCIPLINARY ACTION

a. What constitutes Malpractice, Impropriety, Abuse or Wrongdoing?

Malpractice, impropriety, abuse and wrongdoing (hereinafter referred to as "Concern") can include a whole variety of issues and some are listed below. However, this is not a comprehensive list but is intended to illustrate the sort of issues, which may be raised under this policy.

- √ Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel).
- √ Breach of any Policy or Manual or Code adopted by the Company
- √ Health and safety risks, including risks to the public as well as other employees (e.g. faulty electrical equipment).
- √ Abuse of children and vulnerable adults (e.g. through physical, sexual, psychological or financial abuse, exploitation or neglect).
- √ Damage to the environment (e.g. pollution).
- √ Fraud and corruption (e.g. to solicit or receive any gift/reward as a bribe).
- √ Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company.
- √ Any instance of any sort of financial malpractice
- √ Abuse of power (e.g. bullying/harassment).
- √ Any other unethical or improper conduct.

b. How to disclose a Concern?

Any person intending to make any disclosure of a Concern is required to disclose all relevant information regarding the Concern in a signed written document not later than one-year of the day on which he/she knew of the Concern.

c. To whom should the concern be disclosed?

The concern should be disclosed to the Global Ombudsman, who will be appointed for all the regions.

d. Who will investigate into the Concern?

The Concern should be disclosed through E-mail or telephone, fax or any other method to the following persons each of whom has been designated as "Global Ombudsman (GO)".

In Spirit this person is referred to as Global Ombudsman to maintain uniformity across the company.

The Global Ombudsman will be appointed for the regions such as India, USA, Europe (including Africa and South America), China, and Australia and Technology-Europe.

The e mail id is as under : Global Ombudsman (USA, Europe, China, Australia, India) ombudsman@suzlon.com

e. Who will take a decision vis-à-vis the Concern?

A decision vis-à-vis the Concern disclosed shall be taken by the Regional Ethics Committee comprising of the following persons,

- √ Business Unit Chief Financial Officer
- √ Business Unit Head
- √ Business Unit Chief Legal Officer

f. Rules for Investigation and decision by the Regional Ethics Committee

The Central Ethics Committee (CEC) shall in consultation with the Audit Committee consisting of the Chief Operating Officer (COO), Chief Financial Officer (CFO), Chief Legal Officer (CLO), Chief Human Resources Officer (CHRO) frame and circulate such rules as may be deemed necessary to enable a fair conduct of inquiry and investigation as well as decision.

g. Procedure for handling the disclosed Concern

Once any disclosure of Concern has been made the Global Ombudsman to whom the disclosure has been made shall pursue the following steps:

- √ Obtain full details and clarifications of the complaint.
- √ Consider the involvement of the Company's Auditors or the Police or any other external investigation agency or person.
- √ Fully investigate into the allegation with the assistance where appropriate, of other individuals / bodies.

Prepare a detailed written report and submit the same to Regional Ethics Committee, as the case may be, not later than 30 days from the date of disclosure of Concern.

Whilst the purpose of this policy is to enable the Company to investigate Concerns raised by the people external to the company, but doing business with us and take appropriate steps to deal with it, the Company will give them as much feedback as the Company can.

The Company may not be able to inform the complainants of the precise action the Company takes where this would infringe a duty of confidence owed by the Company to someone else.

The Company will take steps to minimize any difficulties, which the complainants may experience as a result of raising the Concern. Thus, if the employee is required to give evidence in criminal or disciplinary proceedings the Company will arrange for the complainants to receive advice about the procedure etc.

h. Procedure to be pursued by the Regional Ethics Committee

The REC shall pursue the following steps:

- √ The REC will, based on the findings in the written report submitted by the Global Ombudsman and after conduct of such further investigation as it may deem fit, come to a final decision in the matter not later than 30 days from the date of receipt of the written report.
- √ If the complaint is shown to be justified, then the REC shall invoke the disciplinary or other appropriate action against the defaulting employee as per Company procedures.
- √ A copy of the decision in writing shall be sent to the GEO who shall also place the same before a meeting of the Audit Committee and CEC immediately after the date of such a final decision.

All decisions by the REC shall be by way of a simple majority. In the case of a tie, the matter should be referred to the GEO, as the case may be, for a final decision in the matter.

Appropriate appeal procedure may be formulated by the CEC.

i. Appeal against the decision of the Regional Ethics Committee

If the Complainant or the person complained against is not satisfied with the decision of the Regional Ethics Committee, then either of the Parties could prefer an appeal against this decision before the Central Ethics Committee and the decision of the Central Ethics Committee in the matter will be final and binding on all the parties.

j. Anonymous Allegations

This policy encourages complainant to put his/her name to any disclosures he/she makes. Concerns expressed anonymously are much less credible, but they may be considered for further action at the sole discretion of the Company.

In exercising this discretion, the factors to be taken into account will include:

- √ The seriousness of the Concern raised
- √ The credibility of the Concern
- √ The likelihood of confirming the allegation from attributable sources

k. Untrue Allegations

If the complainant makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against him/her. In making a disclosure the employee should exercise due care to ensure the accuracy of the information.

l. Maintaining confidentiality of the Concern as well as the disclosure

The complainant making the disclosure of Concern as well as any of the persons to whom the Concern has been disclosed or any of the persons who will be investigating or deciding on the investigation as well as the members of the Regional Ethics Committee shall not make public the Concern disclosed except with the prior written permission of the Central Ethics Committee.

However, this restriction shall not be applicable if any complainant is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

7. ALLEGATIONS AGAINST MEMBERS OF THE REC, CEC OR AGAINST THE RO/ GEO

In the event of any concern raised against any member of the committees or against the Global Ombudsman or Global Ethics Officer the concern may be raised to the next higher level and an appeal against the decision of the higher level can be preferred before the CEC whose decision will be final and binding. In the case of any member of the CEC the concern may be directly raised before the Chairman and Managing Director (CMD) who will decide as to who should be entrusted with the responsibility of conducting the investigation and any conclusion reached by the CMD shall be final and binding on all concerned.

8. COMPLAINTS OF RETALIATION AS A RESULT OF DISCLOSURE

If an employee believes that he or she has been retaliated against in the form of an adverse personnel action for disclosing Concern under this policy he/she may file a written complaint to the Global Ombudsman requesting an appropriate remedy.

For the purposes of this policy an adverse personnel action shall include a disciplinary action; escalation to seniors of the complainant company; a decision not to hire for business; or a decision not to do business; a termination of contract; or an unfavorable change in the general terms and conditions of contractual relationship.