

SUZLON ENERGY LIMITED

EVALUATION: Board of Directors - Board for the financial year 2016-17

Please complete the form of evaluation, including suggestions wherever possible. Use the scale given below:

Performance: 5 - Very Good 4 - Good 3 - Neutral 2 - Bad 1 - Very Bad

Relevance: 5 - Very High Priority, 4 - High Priority, 3 - Low Priority, 2 - Very Low Priority, 1 - Not Relevant

| Ques | Criteria | S. No | Parameters | Performance | Relevance | Remarks |
|------------------|---|------------------------------------|---|-------------|-------------|---------|
| 1 | A. Performance evaluation of the board | 1 | How well has the board performed against its performance objectives for the financial year under review? Whether it demonstrates high level of integrity, good faith and maintain confidentiality of information? | | | |
| | | 2 | Is the composition of the board appropriate, with the right mix of knowledge, skills and experience to maximise performance in light of future strategy? | | | |
| | | 3 | Is appropriate, timely information of the right length and quality provided to the board? | | | |
| | | 4 | Is management responsive to requests for clarification? | | | |
| | | 5 | Are sufficient board meetings of appropriate length held to enable proper consideration of issues? | | | |
| | | 6 | Is board meeting time used effectively? Whether the minutes are being recorded/approved properly, timely circulated? | | | |
| | | 7 | How well does the board communicate with the management team, company officials, key stakeholders? How could communications be improved? | | | |
| | | 8 | How has the board responded to issues that have emerged and could or should these have been foreseen? | | | |
| | | 9 | Is the board as a whole up to date with latest developments in the regulatory, environment and the market? | | | |
| | | 10 | Whether the Board regularly reviews grievance redressal of investors? | | | |
| | | 11 | Whether the Board assesses creation of stakeholder value and responsibility? | | | |
| | B. Performance evaluation of board committees | 1 | Has the board formed appropriate committees to provide it good oversight? Is the composition of each committee appropriate, with the right mix of knowledge, skills and experience? | | | |
| | | 2 | Does each committee interact effectively with the board and committees' recommendations contribute effectively to decisions of the Board? Whether adequate independence of committees is ensured by Board? | | | |
| | | 3 | Are sufficient committee meetings of appropriate length held to enable proper consideration of issues? Is time used effectively? Is the board getting appropriate output from the committees? | | | |
| | C. Additional questions for Audit Committee | 4 | Is the Committee satisfied with the quality and quantity of information received from management? | | | |
| | | 5 | Does the Committee communicate effectively with the Company's auditors? | | | |
| Sub Total | | Questionnaire - 1 (Average) | | 0.00 | 0.00 | |

Comments (eg. any other topics that this evaluation should have covered? Any other thoughts you may have?)

Name:
Date:
Place:

Signature

SUZLON ENERGY LIMITED

EVALUATION: Non-Independent Directors / Independent Directors for the financial year 2016-17 [1 sheet per Non-ID/ID]

Please complete the form of evaluation, including suggestions wherever possible. Use the scale given below:

Performance: 5 - Very Good 4 - Good 3 - Neutral 2 - Bad 1 - Very Bad

Relevance: 5- Very High Priority, 4- High Priority, 3- Low Priority, 2- Very Low Priority, 1- Not Relevant

| Ques | Criteria | S. No | Parameters | Performance | Relevance | Remarks |
|------------------|---|------------------------------------|---|-------------|-------------|---------|
| 2. | A. Performance evaluation of the non-independent directors / Independent directors | 1 | How well prepared and informed are they for board meetings and is their meeting attendance satisfactory? | | | |
| | | 2 | Do they demonstrate a willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the boardroom, such as site visits? | | | |
| | | 3 | What has been the quality and value of their contributions at board meetings? Do they listen and take on board the views of others? Whether they are adequately committed to the Board and contributed effectively? | | | |
| | | 4 | What has been their contribution to development of strategy and to risk management and how successfully have they brought their knowledge, skills, qualification and experience to bear in these areas? | | | |
| | | 5 | How effectively have they probed to test information and assumptions? Where necessary, how resolute are they in maintaining their own views and resisting pressure from others? | | | |
| | | 6 | How effectively and proactively have they followed up their areas of concern? | | | |
| | | 7 | How effective and successful are their relationships with fellow board members, the company secretary and senior management? Does their performance and behaviour engender mutual trust and respect within the board? | | | |
| | | 8 | Do they stay abreast of government and /or regulatory policy developments that could impact the company's success, having adequate knowledge of the Company and the sector in which it operates? | | | |
| | | 9 | Do they monitor compliance with regulatory bodies and review financial policies regularly and ensure their implementation? | | | |
| | | 10 | Do they monitor integrity of the company's financial statements | | | |
| | | 11 | Do they adhere in letter and spirit to the corporate code of conduct and organizational values | | | |
| | B. Additional questions for Independent Directors only | 12 | Should there be more meetings of the independent directors only? If so, how regularly and should these be formal or informal? | | | |
| | | 13 | Whether independent director is independent from entity and there is no conflict and he/she uses his/her own judgement and voices opinion freely? | | | |
| Sub Total | | Questionnaire - 2 (Average) | | 0.00 | 0.00 | |

Comments (eg. any other topics that this evaluation should have covered? Any other thoughts you may have?)

Name:
Date:
Place:

Signature

SUZLON ENERGY LIMITED

EVALUATION: Chairperson for the financial year 2016-17

Please complete the form of evaluation, including suggestions wherever possible. Use the scale given below:

Performance: 5 - Very Good 4 - Good 3 - Neutral 2 - Bad 1 - Very Bad

Relevance: 5- Very High Priority, 4- High Priority, 3- Low Priority, 2- Very Low Priority, 1- Not Relevant

| Ques | Criteria | S. No | Parameters | Performance | Relevance | Remarks |
|------------------|---|------------------------------------|---|-------------|--|---------|
| 3 | Performance evaluation of the Chairperson | 1 | How well prepared and informed is he for board meetings and is his meeting attendance satisfactory? | | | |
| | | 2 | What has been the quality and value of his contributions at board meetings? Does he listen and take on board the views of others? Whether he is impartial in conducting discussions, seeking views, dealing with dissent? | | | |
| | | 3 | What has been his contribution to development of strategy and to risk management? | | | |
| | | 4 | How effective and successful are his relationships with fellow board members, the company secretary and senior management? | | | |
| | | 5 | Does his performance and behavior engender mutual trust and respect within the board? | | | |
| | | 6 | How actively and successfully does he refresh his knowledge and skills? | | | |
| | | 7 | Is he up to date with latest developments in areas such as corporate governance and financial reporting? | | | |
| | | 8 | Is he up to date with the latest developments in the Industry and market conditions? | | | |
| | | 9 | Does he provide effective leadership, steering skills, co-ordination for the Company in terms of setting targets and achieving them? Whether the Chairperson is decisive, able to co-ordinate decisions? | | | |
| | | 10 | Is he effective in bringing the business, developing the brand name and networking with industry and customers as is expected of him | | | |
| | | 11 | How good is his ability to communicate both orally and in writing? | | | |
| | | 12 | How well do you rate him on initiative and drive parameters? | | | |
| | | 13 | Is he value leader and live the company's values and lead by examples? | | | |
| | | 14 | How much is his contribution initiative for building and setting up best in class processes to take the organization to the next level? | | | |
| | | 15 | How good are his planning and organizing skills especially in ensuring quick solution of concerns of board? | | | |
| | | 16 | Does the executive team adequately follow through the actions resulting from Board decisions? | | | |
| | | | | 17 | Whether the Chairperson is able to keep shareholders' interest in mind during discussions and decisions? | |
| Sub Total | | Questionnaire - 3 (Average) | | 0.00 | 0.00 | |

Comments (eg. any other topics that this evaluation should have covered? Any other thoughts you may have?)

Name:
Date:
Place:

Signature