

SUZLON ENERGY LIMITED
Privileged and Confidential
EVALUATION OF THE BOARD OF DIRECTORS
FOR FINANCIAL YEAR 2017-18

- Notes :-**
- i. Each Board member to complete the assessment by selecting an appropriate rating that most closely reflects the components being evaluated.
 - ii. Please assess, evaluate each question and provide rating against each component by putting a tick mark (✓) in the appropriate column.
 - iii. You are requested not to put your name or signature on this form to maintain confidentiality.
 - iv. Rating against each component is mandatory.
 - v. For any comments or suggestions kindly feed the details in soft copy.
 - vi. To the extent Not Applicable, you may kindly put N.A.

Sr. No.	Components	Ratings					Suggestions for Improvement
		Excellent	Good	Satisfactory	Fair	Needs Improvement	
		1	2	3	4	5	
Section 1. Structure and Composition of Board							
1	Whether size of the Board is optimal and has the appropriate balance and diversity of background						
2	Level of integrity of Board, level of confidentiality of information provided						
Section 2. Board Culture							
3	There is candid communication and participation by Board members						
4	The Company provides regular updates on its performance, plans and budgets and seeks director's inputs on the same						
Section 3. Board processes and procedures							
5	The Board is updated on important developments / regulatory updates affecting the Company/industry						
6	The agenda and related information are circulated well in advance and is relevant and concise						
7	The Board members come prepared for the Board, read the agenda and provide advice on strategy and important matters						
8	Action taken reports are sent with the agenda and there is proper follow up for closure on all pending items						
9	The Board meetings encourage a high quality of discussions and decision making and ensures that all the important matters which requires Board decision and deliberations are discussed in the Board meeting and not through circulation						
10	More time is spent on strategic matters and longer term perspective rather than just information on performance						

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Section 4. Board effectiveness							
11	Board Chairman encourages inputs on meeting agendas and discussion on agendas from committee and board members, management, the internal auditors, and the independent auditor						
12	The Board members are available to the management outside the meetings as may be required						
Section 5. Board's Functioning on Financial Reporting Process, including Internal Controls							
13	The Board assesses risk management framework as presented by management and provides useful inputs						
14	The Board considers the quality and appropriateness of financial reporting, including the transparency of disclosures						
15	The Board reviews and approves the Financial Statements based on the recommendations of the Audit Committee						
16	The Board reviews internal control systems based on the inputs of the Audit Committee						
Section 6. Conflict of interest							
17	The Board identify and monitors the potential conflicts of interest						
18	Conflicts of interest, if any, are disclosed to the Board and dealt with						
Section 7. Compliance and Regulations							
19	The Board understands the legal requirements and obligations under which they are required to act as a Board and ensures compliance with the relevant provisions of the Companies Act and other regulatory provisions as applicable to the Company.						
Section 8. Board Committees							
20	The Board formed appropriate committees to provide it good oversight and the composition of each committee is appropriate, with the right mix of knowledge, skills and experience.						
21	Each committee interact effectively with the board and committees' recommendations contribute effectively to decisions of the Board. Adequate independence of committees is ensured by Board.						
22	Sufficient committee meetings of appropriate length are held to enable proper consideration of issues and the time is used effectively. The Board gets appropriate output from the committees.						
23	The Audit Committee is satisfied with the quality and quantity of information received from management. The Committee communicate effectively with the Company's auditors.						
24	The Stakeholders Relationship Committee reviews complaints from investors and the resolution of the same						

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Section 9. Overall evaluation							
Please conclude:- Taking into account this self assessment result and any other qualitative factors not considered above							
Section 10. Additional Comments							
List the top three priorities requiring attention in order for the Board of Directors to function more effectively.							
1							
2							
3							

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EVALUATION OF CHAIRMAN AND MANAGING DIRECTOR / WHOLETIME DIRECTOR FOR FINANCIAL YEAR 2017-18

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Sr. No.	Parameters	Ratings				
		Excellent	Good	Satisfactory	Fair	Needs Improvement
		1	2	3	4	5
1	Works effectively with the Board as a whole and has built strong working relationships with Board members					
2	Demonstrates a sound knowledge of Board governance procedures and has consistently followed them					
3	Ability to table and openly discuss challenging matters invites discussion and participation of Board members					
4	Works with the Board and directs the management for creating an effective process for long-range or strategic planning for the Company					
5	Thinks strategically to promote growth, improve financial performance and gain competitive advantage					
6	Understands and appreciates the need for compliance with all legal and regulatory requirements					
7	Regularly demonstrates creativity and initiative in creating new products and services					
8	Exercises good judgment in managing the financial affairs and budgets of the Company and effectively monitors and evaluates financial planning, budget and administrative operations					

Sr. No.	Parameters	Ratings				
		Excellent	Good	Satisfactory	Fair	Needs Improvement
		1	2	3	4	5
9	Demonstrates a thorough knowledge and understanding about key aspects of the Company's products/services and operations					
10	Maintains a high standard of ethics and integrity, as well as a healthy balance of time management and priorities in both work-related and personal matters					
11	Effectively reviews the Company's succession plan, and, if appropriate, makes necessary changes by taking into account conditions that are external or internal to the Company					
12	Is involved with day to day management and has a deep understanding of the business, financial matters and services					
13	Sound knowledge of industry and has developed a good network with industry peers					
14	Works well with the Chairman and Managing Director in the best interests of the Company					

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EVALUATION OF INDIVIDUAL DIRECTOR FOR FINANCIAL YEAR 2017-18

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Sr. No.	Parameters	Ratings				
		Excellent	Good	Satisfactory	Fair	Needs Improvement
		1	2	3	4	5
1	Attendance at the Board, Committee and general meetings					
2	Study of agenda in depth prior to meeting, active participation at the meeting, willing to devote time and effort for this task					
3	High sense of integrity and transparency					
4	Proactively contributes to discussions on agenda as well as on strategy and long range plans					
5	Exercises his/her skills and diligence with due and reasonable care and brings an independent judgement to the Board					
6	The Director understands governance, regulatory, financial, fiduciary and ethical requirements of the Board / Committee					
7	The Director's performance and behaviour promotes mutual trust and respect within the Board/ Committee					

8	Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest					
9	The Director remains abreast of developments affecting the Company					
10	Adheres to the applicable Code/Policy of the Company eg. Code of Conduct of the Board of Directors and Senior Management Personnel / Code for Independent Directors etc.					