

DRAFT LETTER OF APPOINTMENT

Date:

Name of Director:

DIN:

Address:

Sub.: Your appointment as an Independent Director on the Board of the Company.

This is to inform that in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors (the “Board”), the Board of Suzlon Energy Limited (the “Company” or “SEL”), has approved your appointment as an Independent Director on the Board of the Company with effect from _____ for a term of ____ (_____) years subject to approval of shareholders by way of Special Resolution passed in Annual General Meeting / Extra Ordinary General Meeting or through Postal Ballot, on the terms and conditions as set out below:

1. Appointment

- i) You have been appointed as an Independent Director on the Board of SEL with effect from _____ for a first / second term of ____ (_____) years, subject to approval of shareholders, unless terminated earlier or extended, as per the provisions of Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), or any other applicable laws, rules, regulations and guidelines.
- ii) Your appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the Listing Regulations.
- iii) The term “Independent Director” should be construed as defined under the Companies Act, 2013 and the Listing Regulations and accordingly you shall not be liable to retire by rotation.
- iv) The aforesaid appointment is based on the recommendation of the Nomination and Remuneration Committee on the basis of performance evaluation and your complying with the applicable provisions of the Companies Act, 2013, the Listing Regulations and any other applicable laws, rules, regulations and guidelines.

2. Committees

- i) The Board has following committees as on date:
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders Relationship Committee
 - Corporate Social Responsibility Committee
 - Securities Issue Committee
 - Risk Management Committee.
- ii) The Board may, if it deems fit in future, invite you for being appointed on one or more existing Board Committees or any such Committee that will be set up in the future, in addition to your existing committee positions in the Company.
- iii) Your appointment on such Committee(s) will be subject to the applicable regulations and further subject to your acceptance of such membership in such committee.

3. Role, duties and responsibilities of Independent Directors

- i) Your role, duties and responsibilities as an Independent Director shall be as envisaged in the Companies Act, 2013 read with Schedule IV – “Code for Independent Directors” and Rules made thereunder.
- ii) You shall also adhere to the roles, duties and responsibilities envisaged under the Listing Regulations.

4. Insurance

SEL has in place the Directors and Officers (D&O) Liability Insurance Policy and it is intended to maintain such cover for the term of your appointment, subject to the terms of such policy in force from time to time.

5. Compliance with Code of Ethics and Code of Conduct to regulate, monitor and report trading by insiders

- i) As an Independent Director you shall abide by the Company’s Code of Ethics for Directors and Senior Management (“Code of Ethics”) and the Company’s Code of Conduct to regulate, monitor and report trading by insiders (the “Code”).
- ii) You shall make timely disclosures under Code of Ethics and the Code and ensure compliance with all the requirements of the Code of Ethics and the Code.
- iii) You shall refrain from doing such actions / activities as may be prohibited under the Code of Ethics and the Code.

6. Remuneration and reimbursement of expenses

- i) As an Independent Director, you shall be paid sitting fees for attending each meeting of Board and / or its committees, as the case may be, in lines with sitting paid / payable to the Directors of the Company, which presently is Rs.1,00,000/- (Rupees One Lac Only) for attending each meeting of the Board and Rs.20,000/- (Rupees Twenty Thousand Only) for attending each meeting of the committees of the Board. Any remuneration over and above the sitting fees would be subject to necessary approvals of the Board and Shareholders and shall be in compliance with the provisions of the Companies Act, 2013, the Listing Regulations and other applicable provisions.
- ii) In addition to sitting fees, the Company shall reimburse you the out of pocket expenses incurred for travel, hotel and other incidental expenses incurred in the performance of your role and duties.

7. Termination

Your directorship as an Independent Director shall terminate on account of following:

- i) Resignation from the directorship by giving a notice in writing to the Company stating the reasons for resignation with the confirmation that that there is no other material reason for resignation other than the one provided in the resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, mentioned in the notice, whichever is later.

- ii) Vacation of office in terms of Section 167 of the Companies Act, 2013 read with rules made thereunder.
- iii) Cessation on account of any disqualification incurred in terms of Section 164 of the Companies Act, 2013 or any change in status as independent director in terms of Section 149(6) of the Companies Act, 2013.
- iv) Violation of Code of Conduct for Independent Directors, Code of Ethics or the Code.

8. Confidentiality

- i) All information acquired by you during your tenure is confidential and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body.
- ii) On reasonable request, all documents and other materials made available to you shall be surrendered to the Company.

Yours Sincerely,
For Suzlon Energy Limited

Chairman & Managing Director

Encl.:

- 1. Code of Ethics for Directors and Senior Management
- 2. Code of Conduct to regulate, monitor and report trading by insiders
- 3. Schedule IV – Code for Independent Directors