

DRAFT LETTER OF APPOINTMENT

Date:

Name:

DIN:

Address:

Dear Madam / Sir,

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”) of Suzlon Energy Limited (the “Company” or “SEL”) dated _____ and the Board of SEL dated _____ and approval of the shareholders of the Company by way of special resolution passed on _____, you have been appointed as an Independent Director of the Company for a first / second term of _____ years 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, i.e. up to _____, unless terminated earlier, 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) In terms of the provisions of Companies Act, 2013 and the Listing Regulations, your performance as an Independent Director will be reviewed on annual basis.

2. Committees

- i) The Board has following committees as on date:
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders Relationship Committee
 - CSR & ESG Committee
 - Risk Management Committee
 - Securities Issue 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(s).

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 and Rules made thereunder read with Schedule IV – “Code for Independent Directors”.
- ii) You shall also adhere to the roles, duties and responsibilities envisaged under the Listing Regulations.
- iii) You shall abide by all the disclosure requirements specified in Companies Act, 2013 and / or the Listing Regulations.

4. Insurance

- i) 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 “Insider Trading Code”).
- ii) You shall make timely disclosures under Code of Ethics and the Insider Trading Code and ensure compliance with all the requirements of the Code of Ethics and the Insider Trading 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.50,000/- (Rupees Fifty Thousand Only) for attending each meeting of the committees of the Board.
- ii) In addition to sitting fees, the Company shall reimburse you 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 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 in terms of applicable SEBI Regulations 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 Insider Trading 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 the documents and other materials made available to you shall be surrendered to the Company.

Yours Sincerely,
For Suzlon Energy Limited

Vinod R.Tanti,
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

I have read and agree to the above terms regarding my appointment as Independent Director of SEL.

Sign :
Name :
DIN :
Date :
Place :