



CHARTER FOR NOMINATION AND REMUNERATION COMMITTEE AZURE POWER GLOBAL LIMITED

(the “Company” and along with its subsidiaries as “the Group”)

(APPROVED BY BOARD OF DIRECTORS AT THE MEETING OF THE BOARD OF DIRECTORS HELD ON 14 MARCH 2024 and FURTHER AMENDED TO RENAME THE COMMITTEE PURSUANT TO BOARD OF DIRECTORS APPROVAL DATED 27 JUNE 2024)

I. Purpose

The purpose of the Nomination and Remuneration Committee (the “Committee”), through delegation from the Board of Directors (the “Board”) of Azure Power Global Limited (the “Company”) has principal responsibility to assist the Board with respect to compensation, director nomination and governance matters.

With respect to its compensation functions, the Committee’s purpose is to assist the Board with respect to compensation matters, including:

- evaluating, recommending, approving, and reviewing executive officer compensation arrangements, plans, policies and programs maintained by the Company;
- overseeing the Company’s equity-based compensation plans and the Company’s bonus plan, whether adopted prior to or after the date of adoption of this charter (the “Charter”) (including issuance of stock options and other equity-based awards granted other than pursuant to a plan);
- reviewing, assessing and making recommendations to the Board regarding non-employee director compensation; and
- making recommendations to the Board regarding its remaining responsibilities relating to executive compensation

With respect to its nomination and governance functions, the Committee’s purpose is to assist the Board with respect to director nominations and corporate governance matters, including:

- Reviewing and making recommendations to the Board with respect to corporate governance guidelines and issues;
- Identifying, evaluating, and, in its sole authority, recommending potential director candidates for nomination to and membership on the Board and certain of its committees, as consistent with the criteria approved by the Board for director nominees;
- Conducting annual reviews of the Board’s independence, qualifications and experiences in light of the availability of potential Board members; and oversee the evaluation of the Board of Directors and its committees.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and must carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s constitution, as amended from time to time (the “Constitution”) and applicable laws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and



authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Board has determined to rely on home country practice and shall disclose its reliance on home country practice in its annual report on Form 20-F each year in accordance with the rules of the U.S. Securities Exchange Commission (the “SEC”).

The Committee shall be comprised of two or more directors.

The members of the Committee, including the Chair of the Committee (the “Chair”), shall be appointed by the Board and will serve at the discretion of the Board. Committee members may be removed from the Committee at any time, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein. If at any time and for so long as the Committee has less than two members, then all of the duties and responsibilities of the Committee set forth in this Charter shall be exercised by the Board.

III. Meetings and Procedures

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities, but at least twice per year, as determined appropriate by the Committee. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair (or in his or her absence, a member designated by the Committee members present at such meeting) shall preside at each Committee meeting. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone or by other electronic means, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company’s certificate of incorporation or bylaws (each as in effect from time to time). Notwithstanding the foregoing, in the event the Committee consists of only two members, both members must be present, in person or by phone or by other electronic means, to constitute a quorum, and any questions brought before the Committee must be decided by unanimous vote.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Constitution that are applicable to the Committee. Meetings of the Committee may be held by conference call or other electronic means including but not limited to Microsoft Teams, Cisco Webex, Zoom or similar system. Unless otherwise restricted by the Constitution, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and such writing is filed with the minutes of the Committee.

All directors who are not members of the Committee may attend and observe meetings of the Committee but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee, in its sole discretion, may include in its meetings members of the Company’s management, internal counsel, outside counsel, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Group or any other person whose presence the Committee believes to be necessary or appropriate. The Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any director who is not a member of the Committee.



The Committee shall keep regular written minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Responsibilities and Duties

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

Corporate Governance

- Review and make recommendations to the Board with respect to corporate governance issues, including, but not limited to, director qualification standards, director responsibilities, evolving corporate governance best practices, corporate governance-related areas of risk, and (as necessary and appropriate) independent advisors to the Board, director orientation, and continuing education;
- Review policy and requests to serve on outside for-profit board for Company's executive officers.
- Review and consider for approval any such transactions involving a Director or executive officer, or any immediate member of his or her family.
- Oversee the annual evaluation of the Board.

Nominations

- Develop qualification criteria for Directors, in consultation with other Directors and the Chairman of the Board, and consistent with the mandates of the Company's Constitution and code of conduct.
- In conjunction with the Chairman of the Board, seek, interview and screen individuals to become Directors, when vacancies on the Board arise.
- In identifying candidates for membership on the Board, the Committee shall consider candidates recommended by shareholders, management and directors and shall take into account all factors the Committee considers appropriate, which shall include (i) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board, and (ii) all other factors it considers appropriate, including diversity, the ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company, experience in the Company's industry and with relevant social policy concerns, understanding of the Company's business on a technical level, other board service and educational and professional background. The Committee should also consider the extent to which the candidate would fill a present need on the Board.



- Retain and terminate any search firm to be used to identify Director candidates and has the authority to approve the search firm's fees and other retention terms.
- In conjunction with the Chairman of the Board, propose candidates to the Board for election.
- Nominate, for election by the Board at its annual meeting, the chairs and members of the Board committees. These nominations will follow confidential discussions with the members of the Board and consultation with the Chairman of the Board.

Compensation

1. Annually review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to assure that it promotes stockholder interests and supports the Company's strategic and tactical objectives, and that it provides for appropriate rewards and incentives for the Company's management and employees, taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel.
2. The Committee may obtain information on market trends in executive compensation as it deems necessary.
3. The Committee shall review the competitiveness of the Group's executive compensation programs to ensure (a) the attraction and retention of executives; (b) the motivation of executives to achieve the Group's business objectives; and (c) the alignment of the interests of executives with the long-term interests of the Company's shareholders.
4. The Committee may review, determine, and recommend to the Board of Directors that, as a result of fraud, misconduct, a restatement of the Company's financial statements, or a significant write-off not in the ordinary course of business affecting the Company's financial statements, that any officer, employee, director or former officer, employee, or director, has received more compensation than would have been paid absent the fraud, misconduct, write-off, or incorrect financial statement, then the Committee, in its discretion, may make such recommendations to the Board it deems necessary and appropriate to address the events that gave rise to the fraud, misconduct, write-off, or restatement and to prevent its recurrence. Such recommendations may include, to the extent permitted by applicable law, causing the partial or full cancellation of any grant of stock, bonus, or incentive compensation and, with respect to any such compensation that may have vested, requiring the said person to repay to the Company the partial or full fair market value determined at the time of vesting.
5. The Committee shall, at least annually, review and approve or recommend to the Board approval of the corporate goals and objectives relating to the compensation of the CEO, other executive officers and directors of the Group, evaluate the performance of the CEO, other executive officers and directors of the Group in light of those goals and objectives, and either on its own or together with the other independent directors on the Board (as directed by the Board) determine and approve the compensation of the CEO, other executive officers and directors of the Group based on such evaluation.
6. The Committee shall periodically, and as and when appropriate, review and approve or recommend to the Board of Directors approval of the following as they affect the CEO, other executive officers and directors of the Group: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO, executive officers and directors and individuals who formerly served as the CEO, an executive officer or a director, including supplemental retirement benefits and the perquisites provided to them during and after employment.
7. The Company's management shall determine the compensation of all other officers and employees of the Group. The Committee shall have the right to review the compensation plans, policies and programs of such employees and recommend any proposed changes to the management.



8. The Committee shall manage and periodically review all annual bonus, long-term incentive compensation, share option or other equity incentive, employee pension, welfare benefit and retirement benefit plans, and with respect to each plan shall:
 - (i) Have responsibility for general administration;
 - (ii) Recommend to the Board of Directors performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
 - (iii) certify that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s) to the CEO;
 - (iv) approve or recommend to the Board of Directors approval of all amendments to, and terminations of, all compensation plans and any awards under such plans;
 - (v) approve or recommend to the Board of Directors approval of any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to the executive officers or current employees with the potential to become the CEO or an executive officer, including share options, stock appreciation rights ("SARs") and other equity rights (e.g., restricted shares or share purchase rights);
 - (vi) approve or recommend to the Board of Directors approval of which executives are entitled to awards under the Company's share option plan(s); and
 - (vii) re-purchase securities from terminated employees.

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

9. The Committee shall establish and periodically review policies concerning perquisite benefits.
10. To the extent applicable to the Group, the Committee shall periodically review the need for a Company policy regarding compensation paid to the Group's executive officers in excess of limits deductible under Section 162(m) of the Code, which provides that "in the case of any publicly held corporation, no deduction shall be allowed under this chapter for applicable employee remuneration with respect to any covered employee to the extent that the amount of such remuneration for the taxable year with respect to such employee exceeds \$1,000,000";
11. The Committee shall recommend to the Board the Group's policy with respect to change of control or "parachute" payments. The term "parachute payment" means any payment in the nature of compensation to (or for the benefit of) a disqualified individual if:
 - (i) such payment is contingent on a change—
 - in the ownership or effective control of the corporation, or
 - in the ownership of a substantial portion of the assets of the corporation, and
 - (ii) the aggregate present value of the payments in the nature of compensation to (or for the benefit of) such individual which are contingent on such change equals or exceeds an amount equal to three times the base amount.

The Committee shall review and approve executive officer and director indemnification and insurance matters, including the terms of directors' and officers' liability coverage and public offering securities insurance as it relates to directors' and officers' liability.



12. The Committee shall monitor the Group's extension of loans to its directors and officers, and the Company's compliance with all other applicable laws in connection with such loads
13. The Committee shall monitor the Group's compliance with all applicable laws, rules and regulations affecting employee compensation and benefits including applicable laws of Mauritius, India and the United States as well as the rules and regulations of the SEC.
14. The Committee shall have generalized supervisory responsibility for the compensation policies applicable to all employees of the Group, including periodic reviews of the adequacy of the Group's compensation structure, performance review procedures, employee turn-over and retention, successor ship plans and other human resource issues. The Committee shall receive periodic reports on the Group's compensation programs as they affect all employees.
15. The Committee shall review and approve the executive compensation section included in the Company's annual report on Form 20-F
16. The Committee shall evaluate its own performance from time to time, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
17. The Committee shall review and reassess this Charter from time to time and submit any recommended changes to the Board for its consideration.
18. In performing its duties, the Committee shall have the authority to retain and/or replace, hire, and obtain advice, reports or opinions from a compensation consultant, legal counsel (internal or external) or another adviser.
19. Direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser it retains.
20. The committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the committee, and when doing so, should take into consideration the following factors:
 - the provision of other services to the company by the person that employs the compensation consultant, legal counsel or other adviser;
 - the amount of fees received from the company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the committee;
 - any stock of the company owned by the compensation consultant, legal counsel or other adviser; and
 - any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the company.

General

- Review and make recommendations to the Board on any shareholder proposals submitted for inclusion in the Company's materials sent to shareholders which relate to compensation, governance and corporate responsibility.
- Obtain advice and assistance from internal or external legal or other advisors, as it may decide is necessary.



- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent permitted by or consistent with provisions of the Constitution and applicable laws and regulations including the rules and regulations of the SEC.

VI. Compensation

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law and the rules of the SEC.