



AZURE POWER GLOBAL LIMITED CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

COMMITTEE TITLE

This committee (the “Committee”) will be called the Nominating and Governance Committee of the Board of Directors of Azure Power Global Ltd (the “Company”).

PURPOSE

The Committee is a standing committee of the Board of Directors of the Company.

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board by fulfilling the following responsibilities:

- Reviewing and making recommendations to the Board of Directors with respect to corporate governance guidelines and issues;
- Identifying qualified candidates as consistent with the criteria approved by the Board for director nominees and recommending such candidates to the Board for selection for all directorships to be filled by the Board, in conjunction with the Chairman of the Board;
- Nominating the chairs and members of the Board committees, in conjunction with the Chairman of the Board; and
- 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.

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 and restated from time to time (the “Constitution”).

MEMBERSHIP

The Committee will consist of three or more members of the Board of Directors of the Company. At least two members must meet all independence standards imposed under the Company’s Constitution, by-laws and code of conduct, as well as any other applicable independence standards adopted by the Board of Directors.



The members of the Committee, including the chairperson of the Committee (the “Chairperson”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

MEETINGS AND PROCEDURES

The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. 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.

The Committee shall meet on a regularly scheduled basis at least twice per year and more frequently as the Committee deems necessary or desirable. The Chairperson or any member of the Committee may call a meeting of the Committee. Any meeting of the Committee may be conducted in person or via telephone conference.

AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

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, and, as necessary and appropriate, independent advisors to the Board, director orientation and continuing education.
- 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, by-laws 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, which may include ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, 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 Chair of the Board.

Corporate Policies

- Review policy and requests to serve on outside for-profit board for Company's executive officers.
- Review matters subject to the Company's [Related Party Transaction Policy], and consider for approval any such transactions involving a Director or executive officer, or any immediate member of his or her family.

General

- Review and make recommendations to the Board on any shareholder proposals submitted for inclusion in the Company's proxy materials which relate to 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.

- 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 consistent with the Constitution and applicable law and rules of the markets in which the Company's securities then trade.

AUTHORITY AND RESPONSIBILITIES OF THE CHAIR OF THE COMMITTEE

The Chair of the Committee shall have the following duties:

- Preside at meetings or "executive sessions" of the independent directors and of the non-employee directors of the Board.
- Call meetings of the independent directors and non-employee directors of the Board, as appropriate.
- Serve as a liaison to facilitate communications between other members of the Board and the Chairman of the Board, without inhibiting direct communications between and among such persons.
- Advise and consult with the Chairman of the Board on (i) Board and committee meeting schedules, including the need for special meetings as appropriate, and (ii) Board meeting agenda items, to help ensure that appropriate items are brought forward for Board and committee consideration and appropriate time is apportioned for discussion;
- Advise and consult with the Chairman of the Board on the general scope and type of information to be provided in advance and/or to be presented at Board meetings;
- Serve as a point of initial contact for shareholders and other stakeholders requesting to communicate with the Board other than through the Chairman of the Board, and present any matter so raised to the Board for review and resolution.
- Consult with outside counsel and other advisors as he or she deems appropriate;
- Perform such other duties as the Board may from time to time delegate.