



AUDIT & RISK COMMITTEE CHARTER AZURE POWER GLOBAL LIMITED

This Audit & Risk Committee Charter was adopted by the Board of Directors (the “Board”) of Azure Power Global Limited (the “Company”) on 9th June 2022

I. Purpose

The purpose of the Audit & Risk Committee (the “Committee”) is to

- oversee the accounting and financial reporting processes of the Company and its subsidiaries (the “Group”) and the audit of the financial statements of the Group;
- oversee the internal control processes and Governance framework of the Group;
- oversee the risk management process followed by the Company for timely identification, managing and monitoring of risks arising out of internal and external environment

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time with the Company’s Constitution, as amended from time to time (the “Constitution”), and as per 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 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.

Management of the Group is responsible for the preparation, presentation and integrity of the Company’s financial statements, the Group’s consolidated financial statements as well as the Group’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company’s financial statements and the Group’s consolidated financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company’s quarterly standalone financial statements and the Group’s quarterly consolidated financial statements, as applicable. It is not the responsibility of the Committee to plan or conduct audits or to determine whether the Company’s or Group’s financial statements and disclosure are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules and regulations. These are the responsibilities of management and the independent auditor. Committee’s responsibilities are limited to oversight function only.

Further, auditing literature, defines the term “review” to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term “review” as used in this Charter is not intended to have that meaning and



should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

In addition, the ERM Risk Management Committee, including the Chief Executive Officer, Chief Financial Officer and Head of Internal Audit, is responsible for identification of risks in the process considering strategic, financial, regulatory and operational aspects of the business, implement an effective mitigation plan to address the risks and periodically monitor the mitigation plan is operating effectively. The Committee shall oversee the ERM Risk Management Committee.

II. Membership

1. The Committee shall consist of at least two members of the Board.
2. Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a group chief executive officer, group chief financial officer or other senior officer with financial oversight responsibilities. In addition, either at least one member of the Committee shall be an "audit committee financial expert" within the definition adopted by the U.S. Securities and Exchange Commission (the "SEC") or the Company shall disclose in its annual report on Form 20-F required pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") the reasons why at least one member of the Committee is not an "audit committee financial expert."
3. Each Committee member shall satisfy the independence requirements of the New York Stock Exchange (the "NYSE") and Rule 10A-3(b)(1) under the Exchange Act; provided, that if a member of the Committee ceases to be independent for reasons outside the member's reasonable control, then the member may remain on the Committee until the earlier of the Company's next annual shareholders meeting or one year from the occurrence of the event that caused the member to cease to be independent.
4. The members of the Committee, including the Chair of the Committee (the "Chair"), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

1. The Chair (or in his or her absence, a member designated by the Chair) 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 Company's Constitution that are applicable to the Committee.
2. The Committee shall meet at least once during each fiscal quarter and more frequently as the



Committee deems desirable. The Committee shall meet separately, periodically, with management, with the internal auditor and with the independent auditor.

3. All non-management 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 may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, and any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate including without limitation internal and outside legal counsel. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.

4. The Committee may retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attestation services, for payment of compensation to any counsel, experts or advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

5. The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

IV. Powers and Responsibilities

Interaction with the Independent Auditor

1. Appointment and Oversight

The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between the Groups management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attestation services for the Company and the Group, and the independent auditor shall report directly to the Committee, provided that the appointment of the independent auditor by the Committee shall be subject to shareholder approval at the annual meeting of the shareholders of the Company.

2. Pre-Approval of Services

Before the independent auditor is engaged by the Company, Group or by individual subsidiaries of the Company to render audit or non-audit services, the Committee shall pre-approve the engagement. Committee's pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's



responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are ratified by the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the independent auditor. Committee pre-approval of non-audit services (other than review and attestation services) also will not be required if such services fall within available exceptions established by the SEC.

3. Independence of Independent Auditor

The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel who are providing audit services to the Group. In conducting its review:

(i) The Committee shall ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Group, consistent with Independence Standards Board Standard 1. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

(ii) The Committee shall confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

(iii) The Committee shall consider whether the Company or its subsidiaries should adopt a rotation of the annual audit among independent auditing firms.

(iv) The Committee shall, if applicable, consider whether the independent auditor's provision of any permitted information technology services or other non-audit services to the Company or its subsidiaries are compatible with maintaining the independence of the independent auditor.

Annual Financial Statements and Annual Audit

4. Meetings with Management, the Independent Auditor and the Internal Auditor

(i) The Committee shall meet with management, the independent auditor and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

(ii) The Committee shall review and discuss with management and the independent auditor:

(A) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (B) any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, and (C) the effect of regulatory and accounting



initiatives, as well as off-balance sheet structures, on the Company's financial statements.

(iii) The Committee shall review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's annual report on Form 20-F.

5. Separate Meetings with the Independent Auditor

(i) The Committee shall review with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent auditor are: (A) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (B) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (C) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee shall obtain from the independent auditor assurances that Section 10A (b) of the Exchange Act has not been implicated.

(ii) The Committee shall discuss with the independent auditor the report that such auditor is required to make to the Committee regarding: (A) all accounting policies and practices to be used that the independent auditor identifies as critical; (B) all alternative treatments within US GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (C) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

(iii) The Committee shall discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, "Communication with Audit Committees," as then in effect.

6. Recommendation to Include Financial Statements in Annual Report

The Committee shall, based on the review and discussions in paragraphs (4)(iii) and (5)(iii) above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to sub-paragraph 3(ii) above, determine whether to recommend to the Board that the audited financial statements be included in the Company's annual report on Form 20-F for the fiscal year subject to the audit.

7. Quality-Control Report

At least annually, the Committee shall obtain and review a report by the independent auditor



describing (i) the registered public accounting firm's internal quality control procedures, and (ii) any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues

Quarterly Financial Statements

8. Meetings with Management, the Independent Auditor and the Internal Auditor

The Committee shall review and discuss the quarterly financial statements with management and the independent auditor, including the Group's disclosures in Form 6-K.

Internal Audit

9. Appointment.

The Board shall appoint, and the Committee shall review the appointment and replacement of, the internal auditor. The internal auditor shall report to the Audit Committee and a member of management as selected by the Audit Committee.

10. Separate Meetings with the Internal Auditor

The Committee shall meet periodically with the Company's internal auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant audit committee attention. The Committee shall discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

Other Powers and Responsibilities in respect of Financial Matters

11. The Committee shall discuss with management and the independent auditor the Company's and Group's earnings press releases (with particular focus on any "pro forma" or "adjusted" non-US GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.
12. The Committee shall review all related party transactions on an ongoing basis and all such transactions must be approved by the Committee.
13. The Committee shall discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's and the Group's financial statements, financial reporting process, accounting policies or internal audit function.
14. The Committee shall discuss with the Company's internal counsel or outside counsel any legal



matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's or the Group's financial statements.

15. The Committee shall request assurances from management, the independent auditor and the Company's internal auditors that the Company's subsidiaries and affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.
16. The Committee shall set clear hiring policies for employees or former employees of the Company's independent auditor.
17. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.
18. The Committee, through its Chair, shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's and the Group's financial statements, the Company's and the Group's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

Interaction with ERM Risk Management Committee

19. Update on the ERM Risk Management Committee meetings

The Committee may seek updates on various proceedings of ERM Risk Management Committee proceedings including the quarterly review meetings with heads of the departments on changes in business process, risk management activities performed during the period and effectiveness of the monitoring process.

20. Review and approve ERM documents

The Committee shall have access to the risk register, ERM policy, mitigation plan, and effectiveness of the monitoring mechanism, for regular discharge of duty and may seek specific explanation on the risks or mitigation plans included as part of the documents. The Committee may review and approve the ERM Policy, risk register, mitigation plans, monitoring plan, and test reports.

21. Appointment of consultants and experts

The Committee may appoint consultants or experts in relation to Enterprise Risk Management framework for testing the effectiveness of the risk mitigation or for management of the risks in the business process as it may deem fit.

22. Meetings

The Committee may call for a meeting with the ERM Risk Management Committee or any of its members or internal auditors, or consultants, or heads of the departments or their representatives, or



any other employee as required.

23. Changes to ERM framework

The Committee may recommend or make any changes to the ERM Risk Management framework of the Company including but not limited to risk register, ERM Policy, this Charter, governance structure including ERM Risk Management Committee and other operational documents related to ERM.

24. Access to Audit Reports, narratives, RCM and SOP

The Committee shall have the right to request for internal audit reports, Sarbanes Oxley (SOX) Act audit reports, Foreign Corrupt Practices Act (FCPA) audits, Fraud Risk Management (FRM) reviews, SOX narratives, Risk Control Matrix (RCM), Standard Operating Procedures (SOP), Company policies and any other document relating to discharge of its functions.

Other Powers

25. The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. The Committee shall discuss with management the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures.
26. The Committee, through its Chair, shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's ERM framework, the Company's compliance with legal or regulatory requirements, the performance of the Company's mitigation and monitoring process, or any other matter the Committee determines is necessary or advisable to report to the Board.
27. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.
28. The Committee shall from time-to-time review and reassess this Charter and submit any recommended changes to the Board for its consideration.