



SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY (“CSR”)
COMMITTEE CHARTER
AZURE POWER GLOBAL LIMITED
(THE “COMPANY”)

I. PURPOSE: -

The Sustainability and Corporate Social Responsibility Committee (“**Committee**”) is a committee of the Board of Directors (“**Board**”) of Azure Power Global Limited (“**Company**”). The committee would assist the Board to fulfill its responsibility for oversight of sustainability programs and review the progress of sustainability goals of the company. The Committee would also act as the CSR committee as per the requirement of CSR Policy.

II MEMBERSHIP: -

1. All members of the Committee, including the chairperson of the Committee (the “**Chairperson**”), shall be appointed by the Board.
2. The Committee must comprise of not less than 3 Directors of the Company. Other Executive Officers of the Company (who are not directors of the Company) can also be part of the Committee. Committee members may be removed from the Committee, 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 fewer than two (2) members, then all of the duties and responsibilities of the Committee set forth in this Charter shall be exercised by the CEO of the Company.

III. Meetings and Procedures

The Committee should meet as often as it determines advisable, at least semiannually. Meetings of the Committee may be called by the Chairperson or any of its members or a person designated by committee, upon notice given at least three days prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chairperson (or in his or her absence, a member designated by the Committee members present at such meeting) shall preside at each Committee meeting. The Chairperson shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee and may circulate the agenda for the meetings. A majority of the Committee members, present in person or by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as may permit all persons participating in the Committee meeting to communicate with each other simultaneously and instantaneously, shall constitute a quorum. A majority of the members present shall decide any questions or proposal brought before the Committee, except to the extent otherwise required by the Company’s certificate of incorporation or the Constitution (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 means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as may permit all persons participating in the Committee meeting to communicate with each other simultaneously and instantaneously, 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. 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 meetings.

All non-executive 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 shall keep 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 circulated/shared to each member of the Committee and to all the directors of the Company who are not members of the Committee. The original signed minutes of each meeting of the Committee should be sent to the company secretary of the Company which shall maintain and keep the minutes in the corporate records of the Company.

IV. DUTIES AND RESPONSIBILITIES: -

The responsibilities and duties of the Committee are to:

1. Undertake all activities of the CSR committee as per CSR policy of the company.
2. Review the Sustainability & CSR Vision and Strategy; compare with peers, and ensure it aligns and integrates into the company's overall strategy and business plan
3. Review the policies, practices, and ensure for compliance with these set policies
4. Review the annual targets and metrics and that this is reflective of industry best practice
5. Provide input into the Company's annual sustainability report
6. Review issues such as reputation risk, incidents impacting environment, social and governance concerns
7. The Committee shall report regularly to the Board on the activities, proceedings, and deliberations of the Committee at such times and in such manner as the Board may require.
8. The Committee shall review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.