

Investor Presentation

December 2019



Forward-Looking Statements

This information contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, including statements regarding our future financial and operating guidance, operational and financial results such as estimates of nominal contracted payments remaining and portfolio run rate, and the assumptions related to the calculation of the foregoing metrics. The risks and uncertainties that could cause our results to differ materially from those expressed or implied by such forward-looking statements include: the availability of additional financing on acceptable terms; changes in the commercial and retail prices of traditional utility generated electricity; changes in tariffs at which long term PPAs are entered into; changes in policies and regulations including net metering and interconnection limits or caps; the availability of rebates, tax credits and other incentives; the availability of solar panels and other raw materials; our limited operating history, particularly as a new public company; our ability to attract and retain our relationships with third parties, including our solar partners; our ability to meet the covenants in debt facilities; meteorological conditions and such other risks identified in the registration statements and reports that we have file with the U.S. Securities and Exchange Commission, or SEC, from time to time. In the presentation, portfolio represents the aggregate megawatts capacity of solar power plants pursuant to PPAs, signed or allotted or where we have been cleared as one of the winning bidders or won a reverse auction but has yet to receive a letter of allotment. All forward-looking statements in this presentation are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements.

This presentation also contains non-GAAP financial measures. We have provided a reconciliation of such non-GAAP financial measures to the most directly comparable measures prepared in accordance with U.S. GAAP in the Appendix to this presentation.



Executive Summary



Affordable solar power for generations

To be the lowest-cost power producer in the world

Entrepreneurship | Excellence | Honesty | Socially Responsible



Azure Power Overview (AZRE: NYSE)



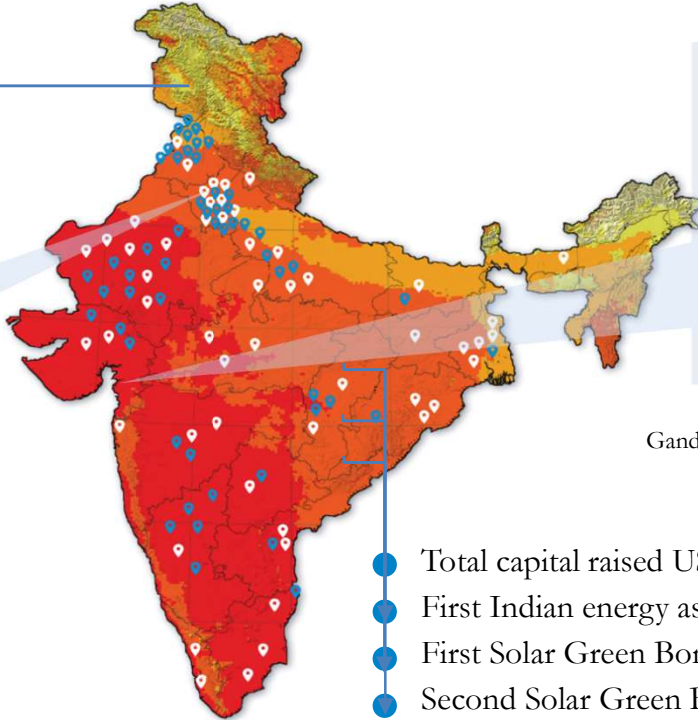
A Leading Pan Indian Solar Power Developer
Portfolio of 3,370 MWs⁽¹⁾: 1,789 MWs Operational⁽¹⁾, 1,581 MW Contracted Pipeline⁽²⁾



- Founded in 2008, built India's first private utility-scale solar project in 2009
- Fully integrated business from development to EPC, financing & management
- Operational MW growth of 87% CAGR from March 2012
- 87% of the total portfolio is investment grade



Awan | Punjab | India's First Private MW scale Solar Plant
 * Map not to scale



Gandhinagar | India's First MW Scale Distributed Solar Rooftop Project

- Total capital raised US\$2.5 billion since inception
- First Indian energy assets to list in NYSE, United States
- First Solar Green Bond out of India listed on SGX
- Second Solar Green Bond just issued

(1) Portfolio as on September 30, 2019: Includes 200-300 MWs of projects for which the company is in negotiations to exit
 (2) Under construction and allocated projects
 (3) Exchange rate- INR7064 to US\$1 (New York buying rate of September 30, 2019)

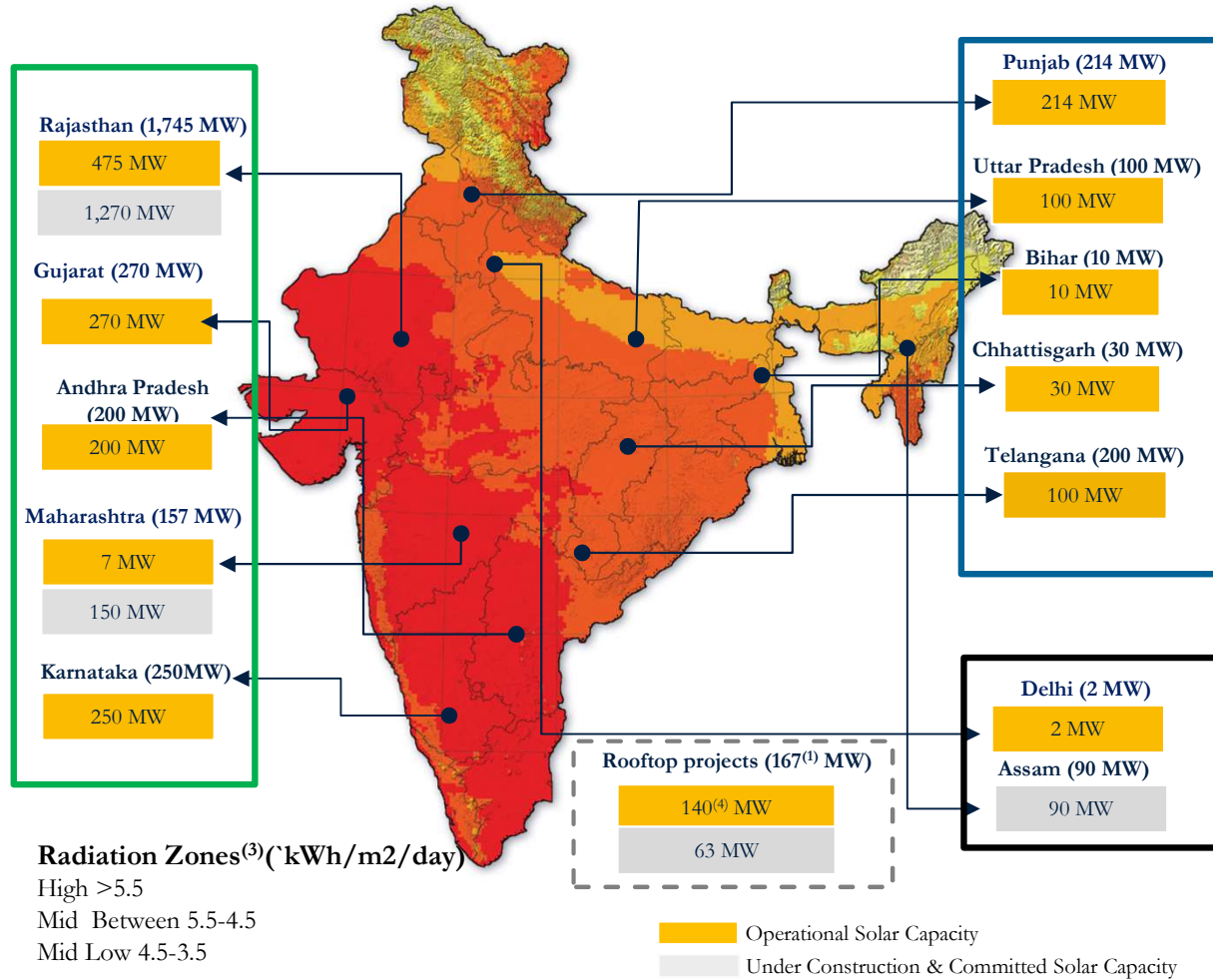
3,370⁽¹⁾ MW Committed Portfolio



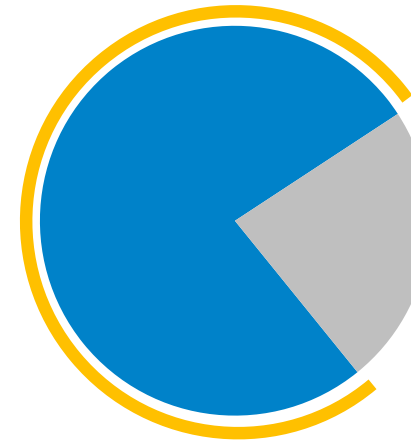
~83%⁽²⁾ in High Radiation Zone

~14%⁽²⁾ in Mid Radiation Zone

Focus on Strong Counterparty Credit



BBB- & above
87%



~87% of the portfolio is Investment Grade

SECI
51%



State Electricity Boards
37%

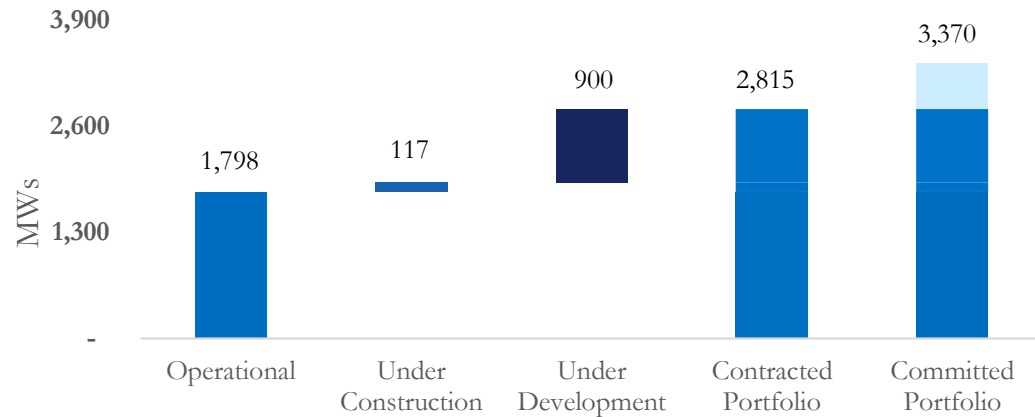
63% of the portfolio is with GoI (sovereign) backed entities

(1) Includes 200-300 MWs of projects for which the company is in negotiations to exit (2) For ground mounted project (3) National Renewable Energy Laboratory

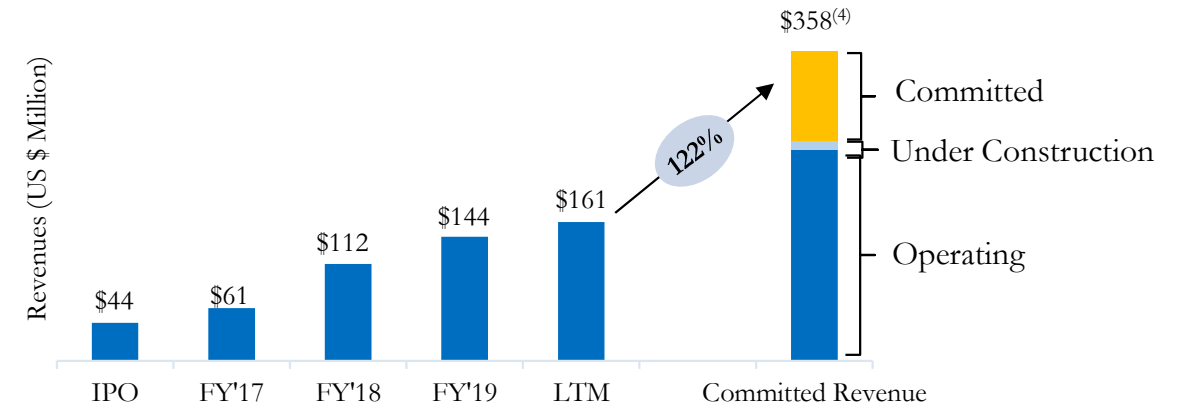
Visible Historical and Future Growth



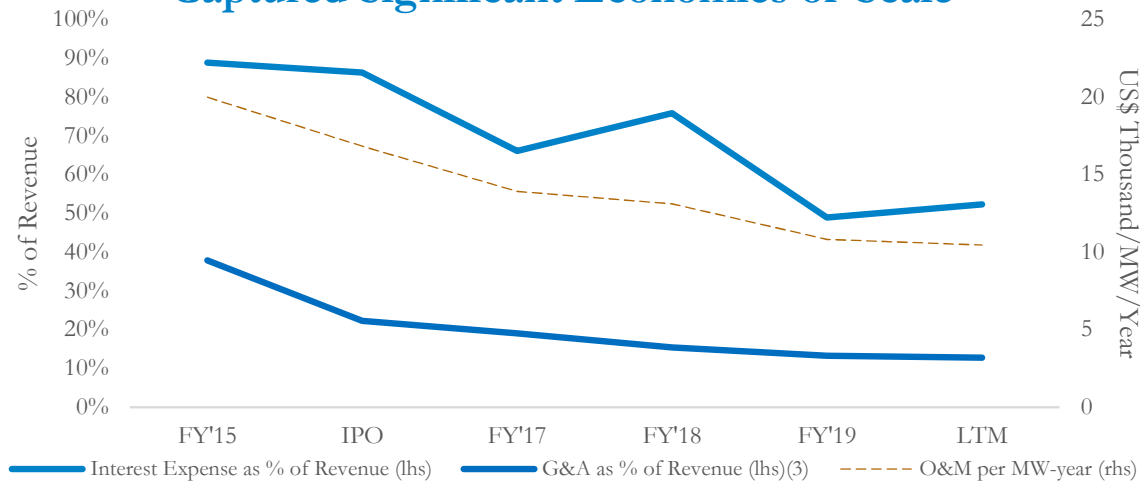
Growing Portfolio with Strong Contracts in Place



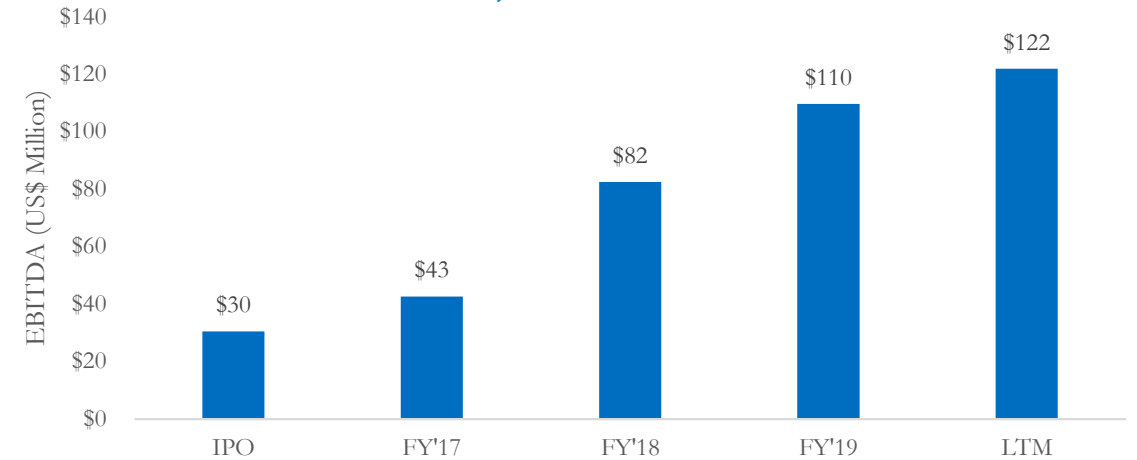
Substantial Revenue Growth to Portfolio Run-Rate⁽¹⁾⁽²⁾



Captured Significant Economies of Scale



307% Increase in Adjusted EBITDA since IPO in 2016⁽¹⁾



1) Exchange rate- INR70.64 to US\$1 (New York buying rate of November 13, 2019) 2) Portfolio run-rate (please refer Form 6k). 3) Excludes INR 412.4 mn of one time charges. 4) Includes 200 – 300 MWs of contracts the company is in negotiations to exit | Equals annualized payments from customers extrapolated based on the operating & contracted capacity as on September 30, 2019 | IPO data is LTM 30 June, 2016 | EBITDA - For a reconciliation of Non-GAAP measures to comparable GAAP measures refer to appendix.

Capital discipline is the foundation to our success

1

Delivery of projects on time and on budget

2

Enhance returns on invested capital with efficiency gains and cost optimisation

3

Optimize capital structure to lower risk and cost of capital

4

Risk mitigated approach to new projects that must meet threshold returns

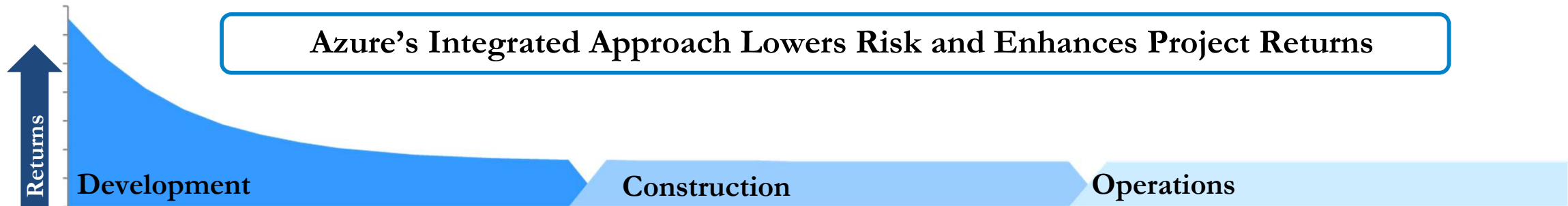
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If returns on future growth do not meet thresholds, will explore giving back capital

1 Delivery of Current Pipeline On Time and On Budget



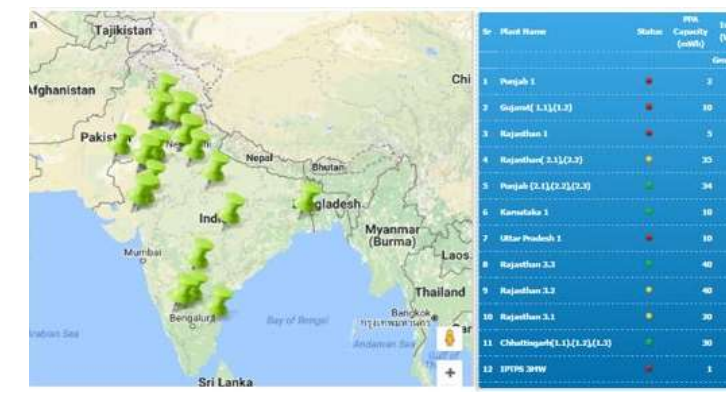
Azure's Integrated Approach Lowers Risk and Enhances Project Returns



- Strong track record of securing land
- 12,000+ acres of total land developed
- 1.3 GW ISTS connectivity approvals ahead of schedule
- ~70% of operational portfolio are Non Solar Park (NSP) projects with track record of timely execution resulting in higher returns



- Value engineering, design and procurement expertise complemented by strong supplier relationships
- Achieved an 86% BOS cost decline since inception
- High pipeline of projects enhances buying power
- 300+ kms of transmission built across several states improves execution record



- ~1.8 GW ⁽¹⁾ operational portfolio, one of the largest in the India solar industry
- In-house expertise maximizes project yield and performance through proprietary system maintaining high DC PLF
- High availability for all the solar plants
- Remote management of 550 solar power plant sites
- Day ahead forecasting for better control & no margin leakage
- Published one, filed eight patents, and many in development

(1) Operational portfolio as on September 30, 2019

1 Delivery of Current Pipeline On Time and On Budget



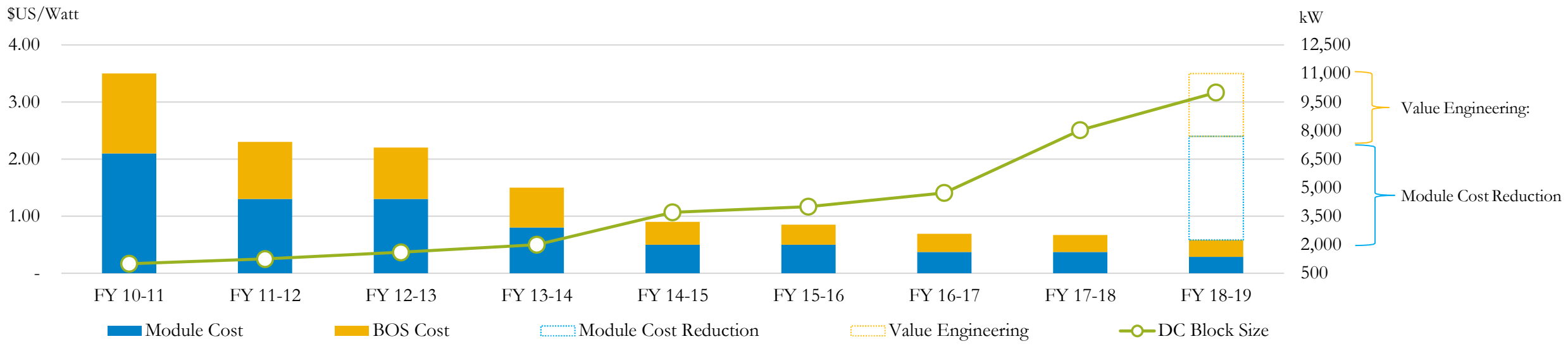
Superior Technology – Continue To Lower Costs While Retaining High Quality Assets

Strong supplier relationships

> \$1.0 Bn in supplier purchases



Achieved an 86% cost decline since inception due to value engineering, design and procurement efforts



Note: Exchange rate- INR68.92 to US\$1 (New York buying rate of June 28, 2019)

1 Delivery of Current Pipeline On Time and On Budget



189 MW⁽¹⁾ Commissioned in Q2 FY20



Rajasthan 5

50 MWs
PPA Duration: 25 Years
Tariff: 2.48 INR/kWh (~US 3.6¢/kWh) ⁽²⁾
Off-taker: Solar Energy Corporation of India / AA+ ⁽³⁾



Maharashtra 3

130 MWs
PPA Duration: 25 Years
Tariff: 2.72 INR/kWh (~US 3.9¢/kWh) ⁽²⁾
Off-taker: Maharashtra State Electricity Distribution Limited / B+ ⁽³⁾



Azure Roof Power Projects

9 MWs
PPA Duration: 25 Years
Tariff: 4.50 - 6.19 INR/kWh (~US 6.5-9.0¢/kWh) ⁽²⁾
Off-takers: Various Credit rating range ⁽³⁾ (B to AAA)

1) AC Capacity, 2) Exchange rate- INR 70.64 to US\$1 (New York closing rate of March 29, 2019), 3) Domestic rating from CRISIL/ ICRA

1 Delivery of Current Pipeline On Time and On Budget



117 MWs Projects Under-Construction



Fencing work

Assam 1 | 90 MW

Tariff: 3.34 INR/kWh (US 4.7¢ / kWh)
Expected COD : Q1 FY21
Off-taker: Assam Power Distribution Company Limited Credit Rating:
Status: <ul style="list-style-type: none"> Over 400 acres of land acquired against total requirement of ~530 acres. Land demarcation and fencing under progress Financing secured









Rooftop project under construction

Azure Roof Power Projects | 27 MW

Tariff: 4.50 - 6.19 INR/kWh (US 6.5 – 9.0¢ / kWh)
Expected COD : Q3 -Q4 FY20
Off-takers: Various Credit rating range ⁽¹⁾ (B to AAA)
Status: Various stages under construction across 500+ sites

1) Domestic rating from CRISIL/ ICRA, 2) Exchange rate- INR 70.64 to US\$1 (New York closing rate of September 30, 2019)

Ongoing review of efficiency and costs. Have found meaningful opportunities

-  Identified meaningful future capital cost savings
-  Opportunities to reduce cost of capital
-  Wider deployment of more efficient cleaning technology
-  Reduction of corporate overheads
-  Headcount optimization
-  Leveraging scale with vendors to improve value and service

Optimize Capital Structure to Lower Risk and Cost of Capital



\$75 million Private Placement of Equity, \$350 million Green Bond Issuance

Ready Access to Capital

Diversified Capital Base and Investor Group

Equity Raise Highlights






- ☀️ US\$75 million of equity, or ~6.49 million shares, at a price per share of \$11.55 to CDPQ in a private placement ⁽¹⁾
- ☀️ Fills equity needs for existing portfolio
- ☀️ CDPQ is expected to own⁽¹⁾ 49.4% of outstanding shares; new investment is a validation of Azure's platform
- ☀️ Illustrates strong access to capital through a large commitment from largest shareholder

Green Bond Highlights

- ☀️ US\$350mn Green Bond is non amortizing, maturity in 2024, cash trap from year four onward. Use of proceeds primarily for repayment of existing debt
- ☀️ 648 MWs included in the Green Bond offering, Debt rating of Ba2 by Moody's and BB by Fitch
- ☀️ Reduction in weighted average cost of capital
- ☀️ 4.7x oversubscribed

(1) Closing subject to shareholder approval and various closing conditions

Exited 350 MWs of Contracts That Did Not Meet Minimum Thresholds

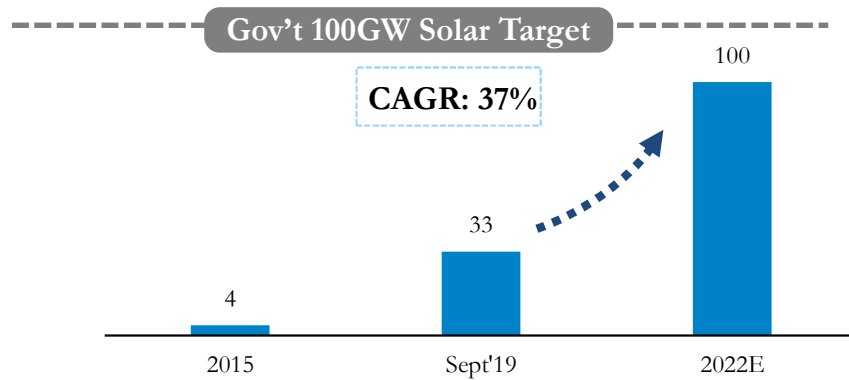
-  Focused on value creation; all project must be value enhancing
-  Exited 350 MWs through allowable clauses in PPAs to ensure no reputational and relationship risk
-  No material financial impact from the projects exited
-  Exploring to exit further 200 – 300 MWs of projects
-  Remaining and future projects are expected to achieve mid teen or better returns

If Returns on Future Growth do not Meet Thresholds, Will Explore Giving Back Capital

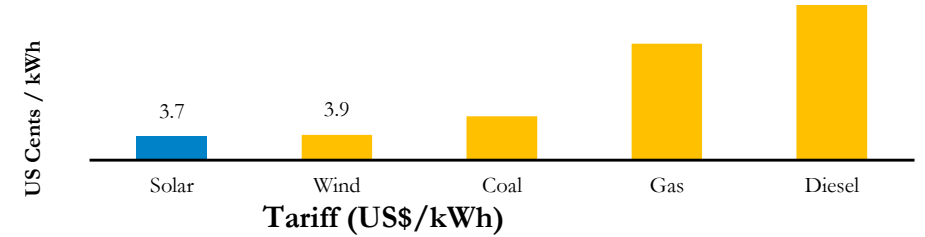


Current Market Dynamics Support Returns Above Thresholds

Significant Demand for Solar (1)



Solar is the Lowest Cost Source of Electricity (3)

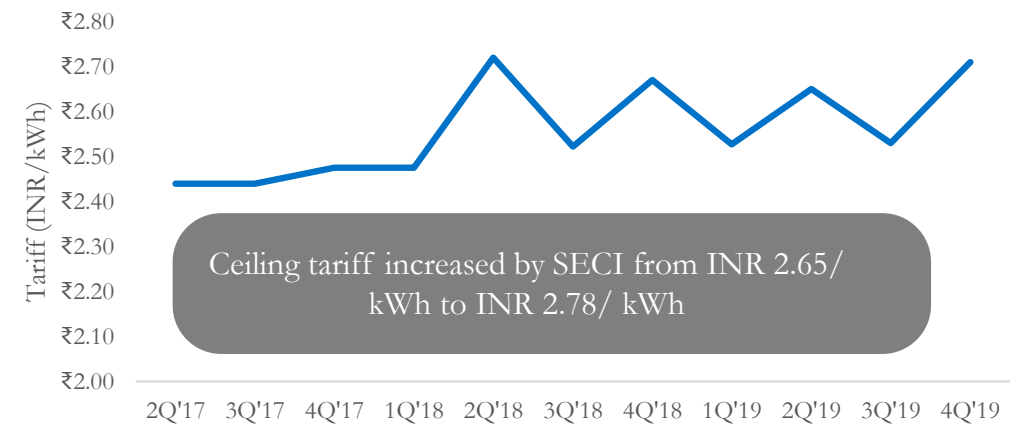


Opportunity
for mid teen
or higher
equity IRRs

Visibility of 40 GWs of Solar Tenders (2)



Solar Project Tariffs are Stable to Rising (4)



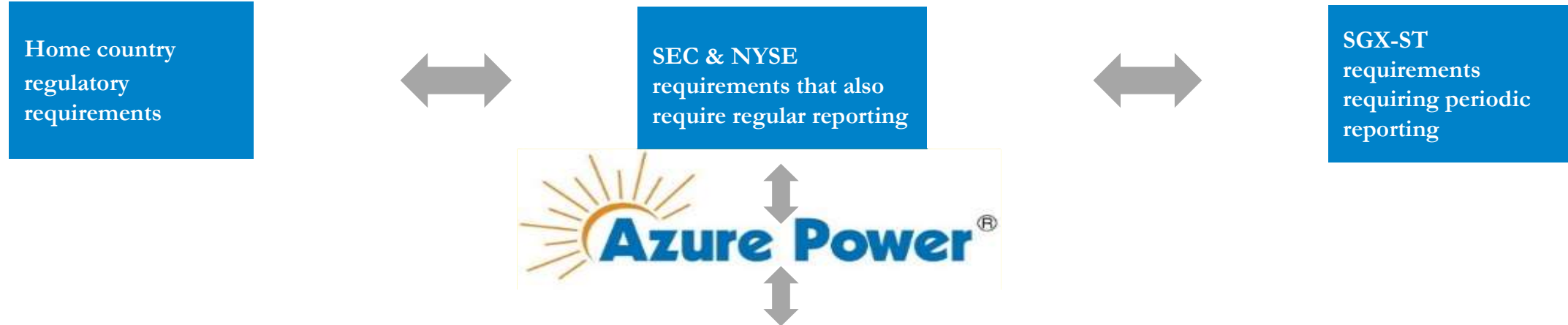
(1) MNRE, 2) Company Industry Intelligence, 3) Reuters, Deloitte Industry Reports, Mercom, Solar and Wind tariffs are average for last 12 months, 4) Tariffs are lowest solar bids in reverse ground mount SECI, NTPC auctions in India; Mercom

Strong Governance and Disclosure Standards



Only Indian Solar Independent Power Producer listed on NYSE
Standards reinforced by listing requirements

Strong Corporate Governance



Key Committees			Key Policies			
Compensation Committee	Audit Committee	Nominating and Governance Committee	Whistle Blower policy	Anti Bribery and Corruption Policy	Code of Business Conduct and Ethics	Corporate Social Responsibility
<ul style="list-style-type: none"> Assist the board in discharging matters related to compensation 	<ul style="list-style-type: none"> Prudently oversee the accounting and financial reporting process of the company All directors are independent 	<ul style="list-style-type: none"> Review & make recommendations with respect to corporate governance Conduct annual reviews of Board's Independence 	<ul style="list-style-type: none"> Providing conducive environment to employees and directors for safe and secure reporting of unethical conduct 	<ul style="list-style-type: none"> Committed to conduct business ethically Compliance with United States of America's Foreign Corrupt Practices Act 	<ul style="list-style-type: none"> Conducting the business with honesty, integrity and ethical behavior 	<ul style="list-style-type: none"> Strong community partnerships Constantly working with communities for betterment

For further details on policies, please refer to <http://investors.azurepower.com/corporate-governance/governance-documents>

Experienced Board Backed by Long Term Marquee Shareholders



**Caisse de dépôt et placement
du Québec**

- Increased stake in Azure Power to c.41.4% ⁽¹⁾ through multiple rounds & open market purchase
- 2nd largest Canadian pension fund (Rated AAA)
- US \$310 bn assets, of which over c. US\$ 4.5bn invested in India
- Long term institutional investor: Investments in infrastructure globally of c.US\$ 23bn of which c.53% in Energy



Barney Rush

Chairman and Independent Director

- Serves on the board of ISO-New England, the electric grid and wholesale market operator for six U.S. states
- Served as Group CEO of Mirant Europe and Chairman of the Supervisory Board of Bewag serving utility in Germany



Cyril Cabanes

Independent Director

- Vice President, Head of Infrastructure Transactions, Asia-Pacific at CDPQ
- 20+ years of experience across all facets of infrastructure transactions including acquisitions, financing and fundraising



Ranjit Gupta

Chief Executive Officer and Director

- Extensive experience in Renewable Energy, Thermal Power and the O&G industry
- Co-founded and served as the Chief Executive Officer of Ostro Energy



Deepak Malhotra

Independent Director

- Director, Infrastructure, South Asia at CDPQ
- 18+ years of experience in infrastructure financing. He previously worked at International Finance Corporation, World Bank, at a leading credit agency in India and in the Merchant Navy



**International
Finance Corporation**
WORLD BANK GROUP

**IFC Global
Infrastructure Fund**

- Made its first investment in company in 2010 and increased stake through multiple rounds with current holding of c.28.4%
- Arm of World Bank and largest global development institution
- US\$27bn+ investment since 2007 in Infra & Natural Resources
- Long term institutional investor: Leading global investor in emerging market renewable power with c.US\$6.1 billion invested



H.S. Wadhwa

COO and Director

- Heads Project development, Land strategy, Regulatory and Utility operations
- 40+ years of experience in the financial services industry in India



Sanjeev Aggarwal

Independent Director

- Co-Founder of Helion Venture Partners and IBM Daksh Business Process Services
- Served as a Director of ShopClues, Amba Investment Services, Mindworks Global Media Services, Global Talent Track and 9.9 Mediaworx



Arno Harris

Independent Director

- Former founder and CEO of Recurrent Energy and Prevalent Power
- Serves as a board member emeritus and former board chair of the Solar Energy Industry Association



Dr. R.P. Singh

Independent Director

- Former CMD of Power Grid Corporation
- Known for his contribution to the power sector in generation, transmission, policy and grid infrastructure and recipient of awards from World Bank, Electric Power Research Institute, USA and SCOPE Excellence Award.

(1) Will increase to 49.4% post closing of equity offering

Stringent Bidding Standards



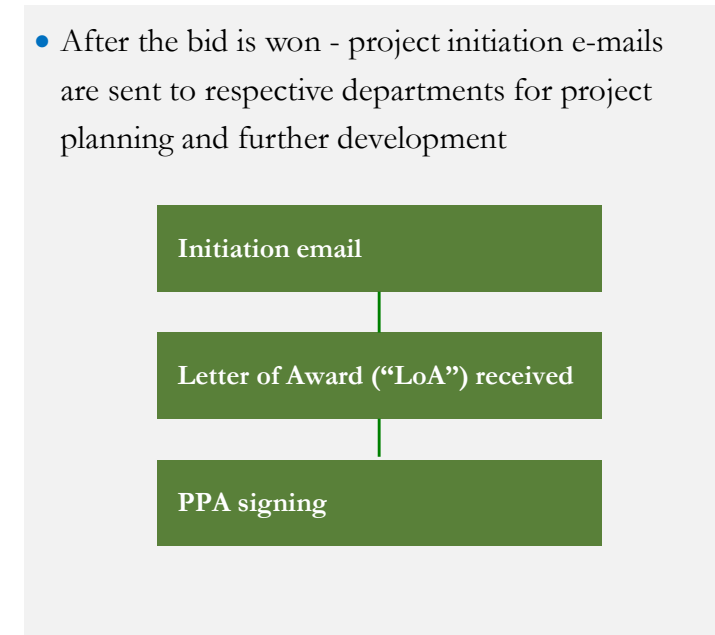
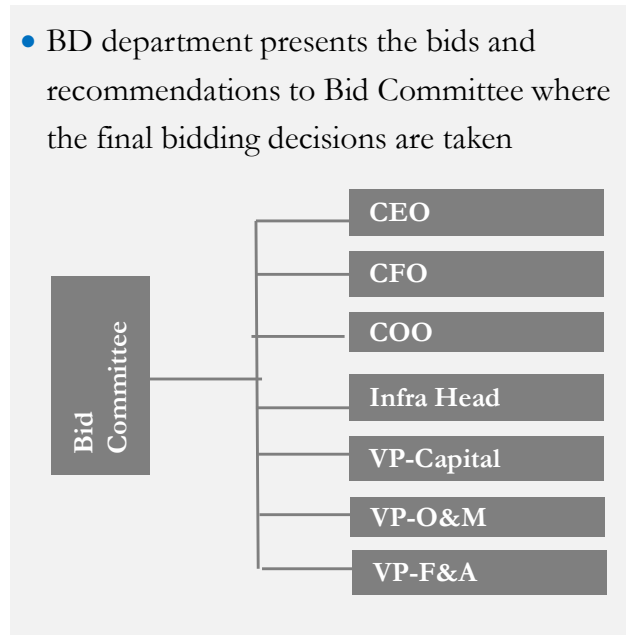
A Pre-bidding

B Project approval process

C Project Planning & Development

Key project selection streams

- Prudent project selection including thorough review of RFP and PPA
- Site identification in close proximity to available transmission interconnectivity and early discussion with land owners
- Business development team selects the project based on key bid parameters like off-taker rating, project timelines & feasibility, market scenario etc.



Key bidding parameters approved in AOP

- Target bidding parameters approved at the beginning of the year
- High proportion of NSM/ any other Central authority driven scheme

Bidding parameters	
Terms of Financing (ROI)	Estimated Equity requirement (% of project cost)
Loan tenure	Estimated Debt requirement (% of project cost)
O&M Cost (INRm/ MW)	Indicative equity IRR
Estimated Project Cost (INRm/MW)	

World Class ESG Standards Are Core To Our Business



Environment

- 4.9 million tons of CO₂ emission avoided to date = 3.4 million tons of coal burning
- 40% saving in water consumption⁽¹⁾
- 90% waste land targeted for pipeline projects



Social

- Provided clean water for 66,000+ people ⁽²⁾
- Created 4,650 local jobs ⁽²⁾
- Provided education infrastructure for 52 villages ⁽²⁾



Certified Superior Environmental Performance

Governance

- ISO 9001 certification
- NYSE / SGX governance compliant
- Project policies inline with World Bank Equator Principle



Climate Bond Certified

Two Solar Green Bonds issued and listed on Singapore Stock Exchange; Initial Solar Green Bond was first out of India







India's first Platinum LEED rated building under Commercial Interior category-V4 by United States Green Building Code (USGBC)

(1) Jan - Dec 2018 compared to April 2017 - March 2018, 2) CY 2018




Industry Overview


Industry Update

- 
 Rising tariff caps - Ceiling tariff increased by SECI for recent ISTS tender from INR 2.65/ kWh to INR 2.78/ kWh
- 
 Corporate tax cut – In September, the Government of India reduced corporate and minimum alternate tax rates. This likely a long term positive.
- 
 Payment security mechanism – Ministry of Power has mandated Discoms to open and maintain adequate Letters of Credit (LCs) to strengthen payment security for generating companies starting Aug 2019. ~20% of Company’s operating MWs have partially opened LCs.
- 
 Andhra Pradesh (<2% of committed portfolio) – The High Court directed the state government to honor renewable energy PPAs and to pay a tariff of INR 2.44/kWh until the state electricity regulator (APERC) renders a decision on honouring PPAs, which must be within the next six months. The State Load Dispatch Center (SLDC) of Andhra Pradesh has begun curtailment of renewable energy projects citing grid security.

Basic Custom Duty (BCD) on Solar

- 
 MNRE has proposed a basic custom duty (BCD) ranging from 10% in first year up to 30% in the third year on imported solar cells & modules.

Period	Solar Cells	Solar Panels
Till March 31, 2021	NIL	NIL
April 1, 2021- December 31, 2021	NIL	10%
January 1, 2022- December 31, 2022	15%	20%
January 1, 2023 onwards	30%	30%

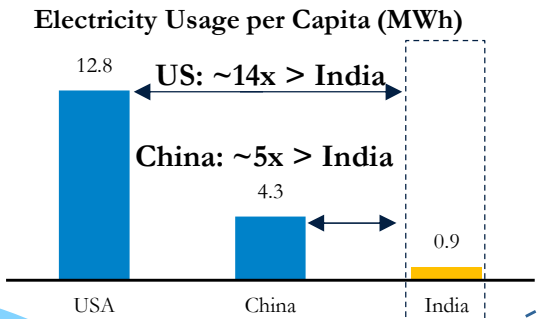
- 
 The company’s PPAs have pass through clauses and does do not expect the BCD would have a material impact if the BCD is implemented.

The Solar Advantage in India

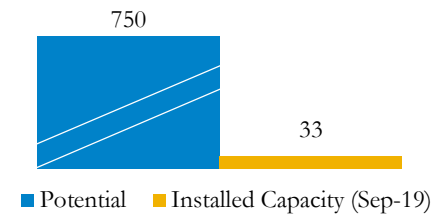
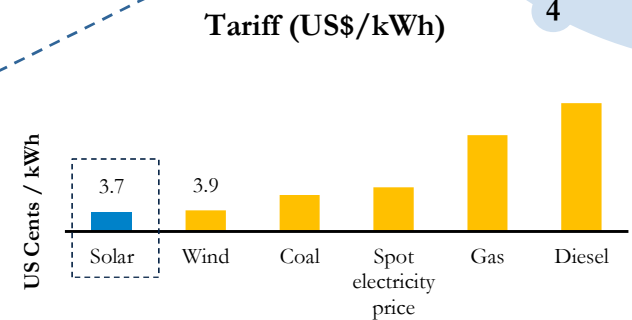
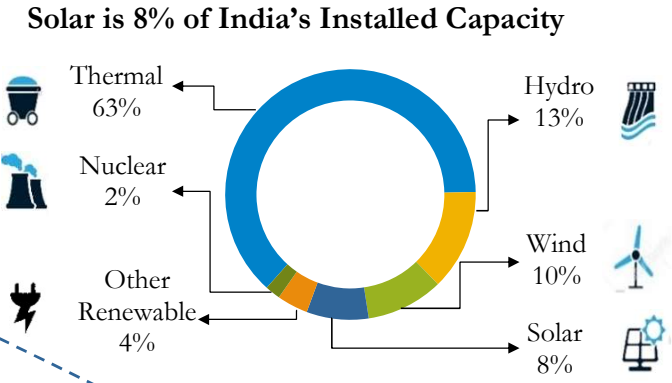
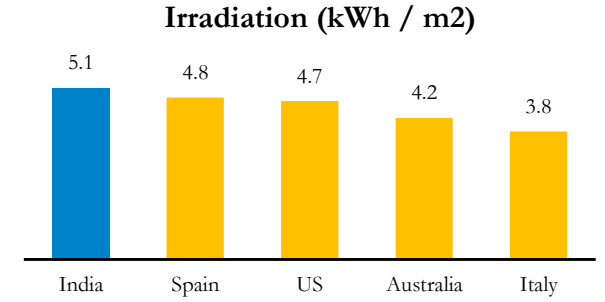
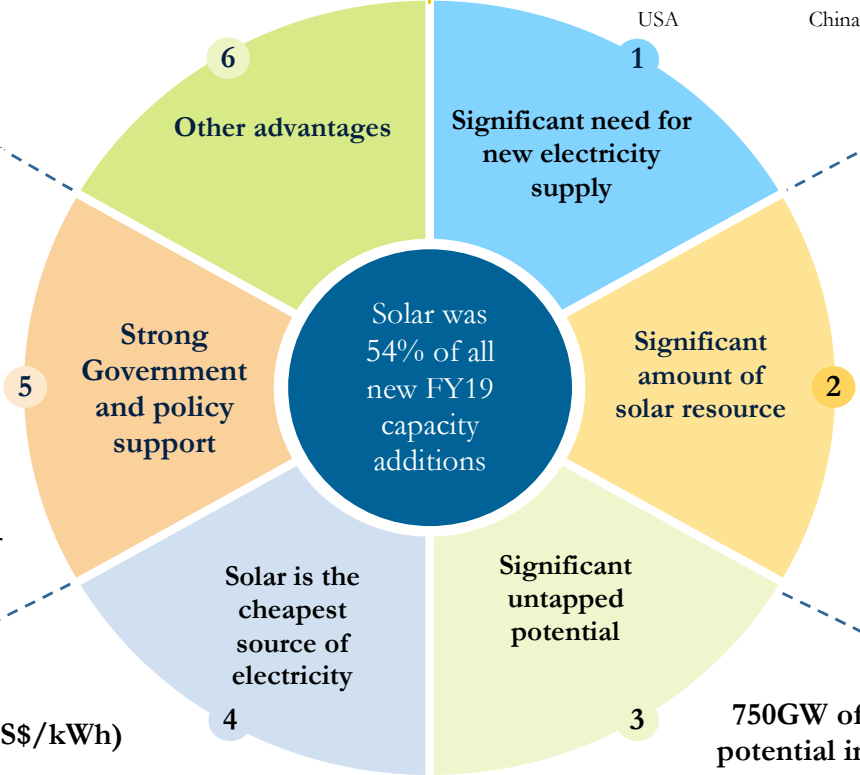
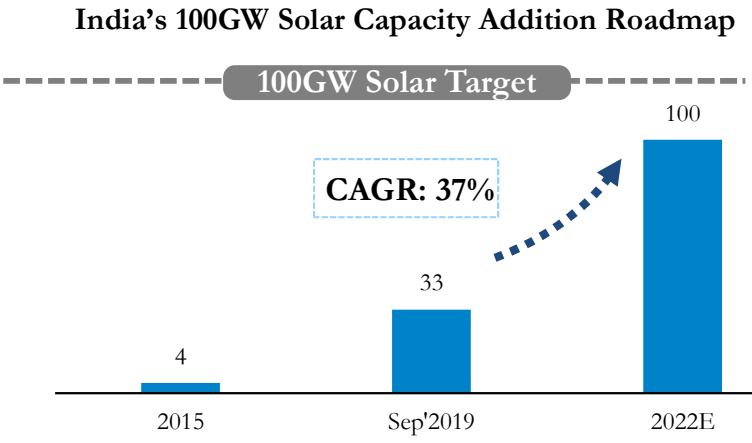


Azure's solar plants have high availability

Seasonal Energy Curve	Summer	Monsoon
India-Demand	Peak	Low
Solar-Generation	Peak	Low



~100 mn people without direct power source

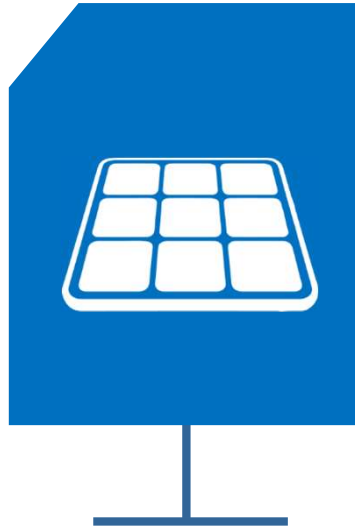


Source: Central Electricity Authority (CEA), MNRE, World Bank, Reuters, Deloitte Industry Report; Solar and Wind tariffs are average for last 12 months
Exchange rate- INR70.64 to US\$1 (New York buying rate of Sept 30, 2019)



Operating and Financial Metrics

1H' FY20 Key Performance Metrics



1,798 MW Operating

77% increase⁽¹⁾

- 189 MWs Commissioned in Q2 FY20



2,815 MW Operating & Contracted

45% increase⁽¹⁾

- 350 MWs cancelled in Q2 FY20
- 117 MWs are under construction
- 900 MWs are under development
- 555 MWs with LOA



US\$ 0.46 Mn Project Cost/MW (DC)

25% reduction⁽¹⁾⁽²⁾

- vs DC cost per MW US\$ 0.61 mn prior year (1H'FY19)
- AC cost per MW US\$ 0.68⁽²⁾ Mn (1H'FY20) vs AC cost per MW US\$ 0.70 prior year (1H'FY19)



US\$88.3m Revenue

34% increase⁽¹⁾

- INR 6,235.9 million revenue for 1H' FY20
- INR 2,846.6 million (US\$ 40.3 million) for Q2 FY 20

1. Increase/Reduction is over figure through September 30, 2018

2. Excludes the impact of Safe Guard Duties (SGD). Including SGD, 1H20 AC cost would have been US\$ 0.73 mn per MW, and DC cost would have been US\$0.50 mn per MW

3. Exchange rate- INR 70.64 to US\$1 (New York closing rate of September 30, 2019).

Azure Power Delivered 28 % Revenue Growth in Q2 FY'20



	Quarter Ended September 30, (in million)			% Change Q2FY'20 vs Q2FY'19	Commentary
	2018 INR	2019 INR	2019 US\$		
Revenue	2,226	2,847	40.3	28%	MWs Operating increased 77% Average tariff (INR/kWh) lower by 40% PLF of 16.8%, up from 16.4% Extended monsoon negative revenue impact of 3%
Cost of Operations	176	254	3.6	44%	Added 300 MWs of new solar park projects over past year which increased O&M more than revenues due to solar park expenses; Company is leasing more land versus buying
General & Administrative Expenses	242	514	7.3	113%	Includes INR 148 (\$2.1) mn exceptional charges in Q2'20 and reversal of INR 43 Mn (\$0.62 Mn) provisions in 2Q'19. Slightly better than budget excluding charges.
Non-GAAP Adjusted EBITDA*	1,808	2,078	29.4	15%	Non-GAAP Adjusted EBITDA would have increased in line with revenues (28% YoY) excluding exceptional charges and extended monsoons

Exchange rate INR 70.64to US\$1 (New York closing rate of September 30, 2019) | *For a reconciliation of Non-GAAP measures to comparable GAAP measures, refer to the Appendix

Balance Sheet Highlights



	As at March 31, 2019 (in million)	As at September 30, 2019 (in million)	
	INR	INR	US\$
Cash, Cash Equivalents and Current Investments*	10,545	7,463	105.6
Property, Plant & Equipment, Net	83,445	94,246	1,334.2
Net Debt#	59,007	72,703**	1,029.4**

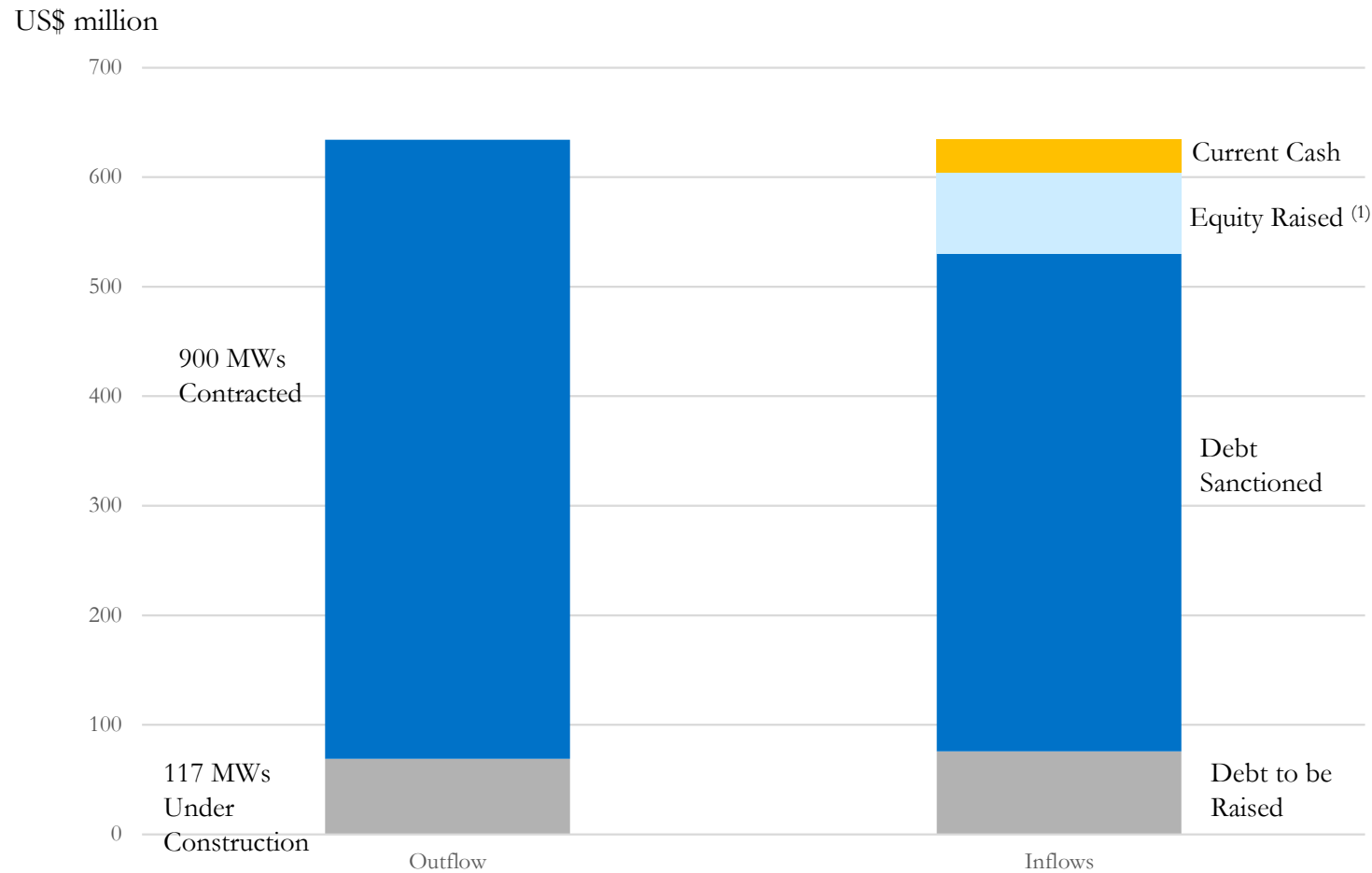
*Does not include Restricted cash of INR 3,448 million, INR 22,954 million (US\$ 324.9 million) for the year ended March 31, 2019 and quarter ended September 30, 2019 respectively. Restricted cash includes US\$ 277.9 million of Green Bond Proceeds, which were utilised to repay senior debts post 30th September 2019.

Net Debt includes net hedging derivative value and cash and cash equivalents. The foreign currency fluctuations is largely nullified by the offsetting value under the hedging contracts (*hedging impact was INR 2,220.4 million asset for the year ended March 31, 2019 and INR 3,575.2 million (US\$ 50.6 million) for the quarter ended September 30, 2019*).

** Excludes INR 19,643 million (US\$277.9 million) of debt related to Green Bonds RGII, as of September 30, 2019.

Exchange rate- INR 70.64 to US\$1 (New York closing rate of September 30, 2019).

Contracted 2,815 MW Portfolio: Liquidity and Funding



Cash Available for Under Construction and Committed Projects

	US\$ million
As of Sept 30, 2019	
Cash and Current Investments	\$ 106
Short Term Restricted Cash	<u>311</u>
Total Cash	417
<u>Less Cash Allocated for Future Uses</u>	
Debt repayment related to 2nd Green Bond	(278)
Payments due for recently completed projects	(30)
Other (incl for debt servicing)	<u>(78)</u>
Cash available for UC, Contracted Projects	31

Capex requirements to complete 1,017 MWs \$600 - \$650

Exchange rate- INR 70.64 to US\$1 (New York closing rate of September 30, 2019). 1). Announced agreement to raise \$75 million of equity on November 7 2019 subject to closing conditions

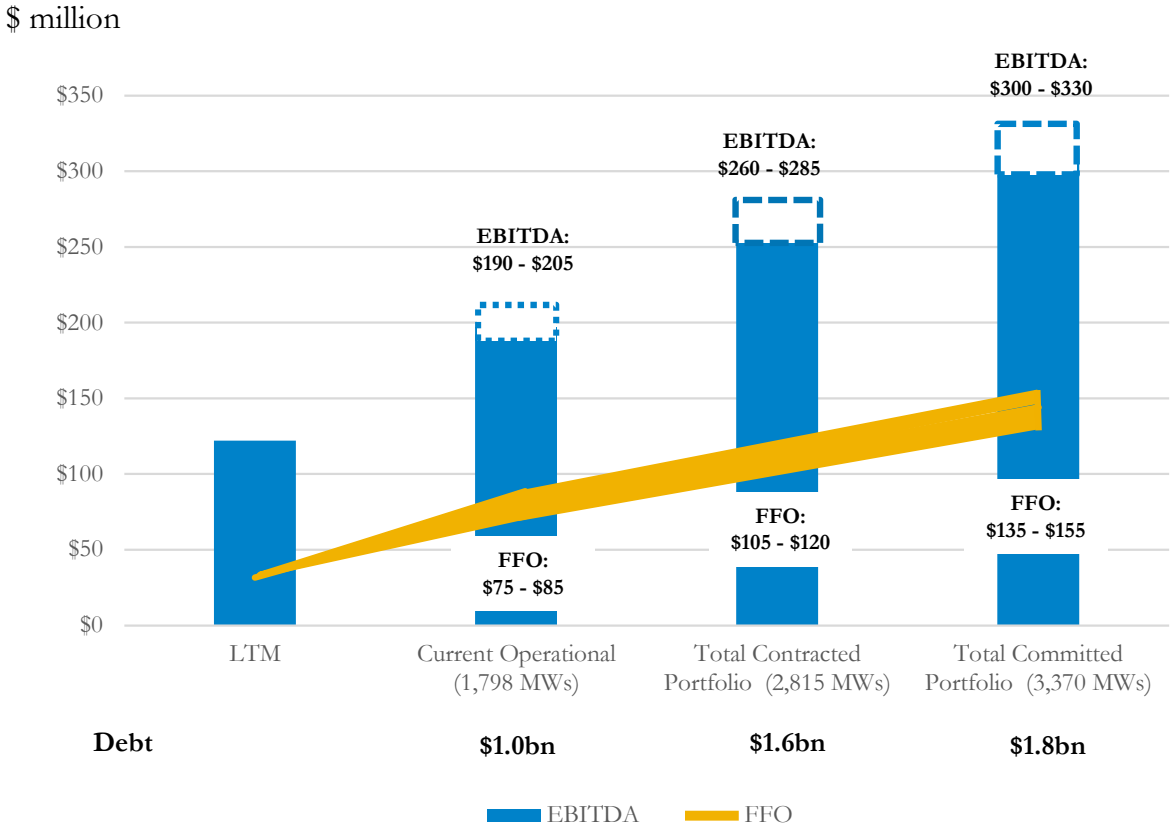


Forecast and Guidance

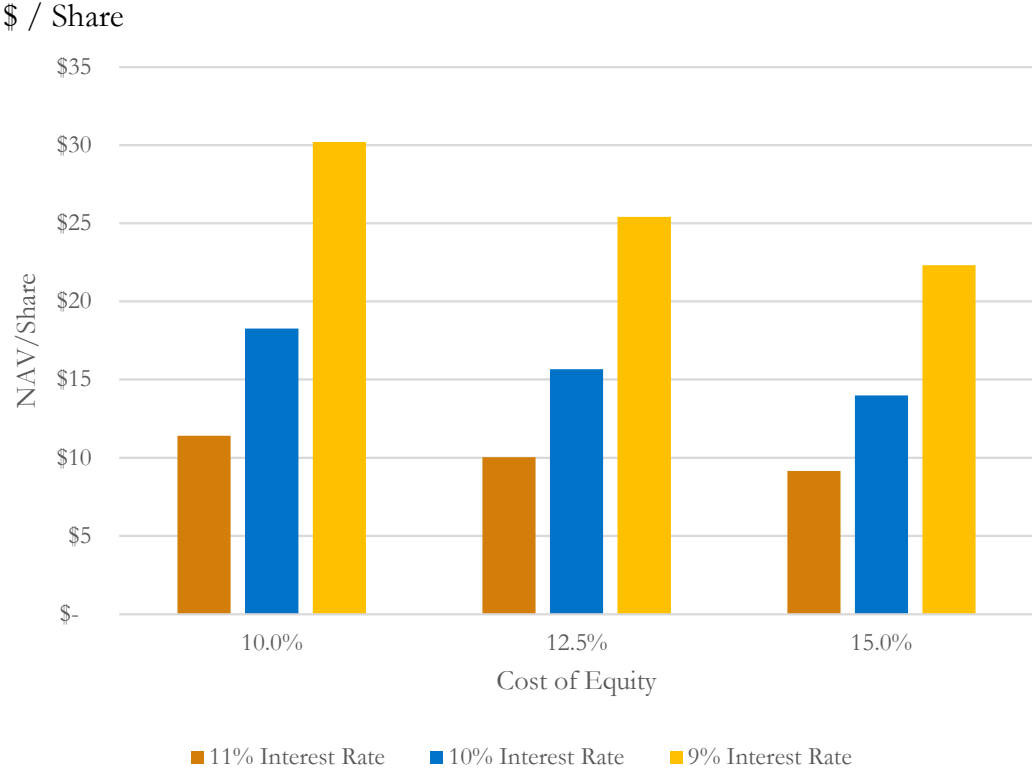
Strong EBITDA, FFO and NAV Growth



EBITDA, FFO⁽¹⁾, and Net Debt Forecasts

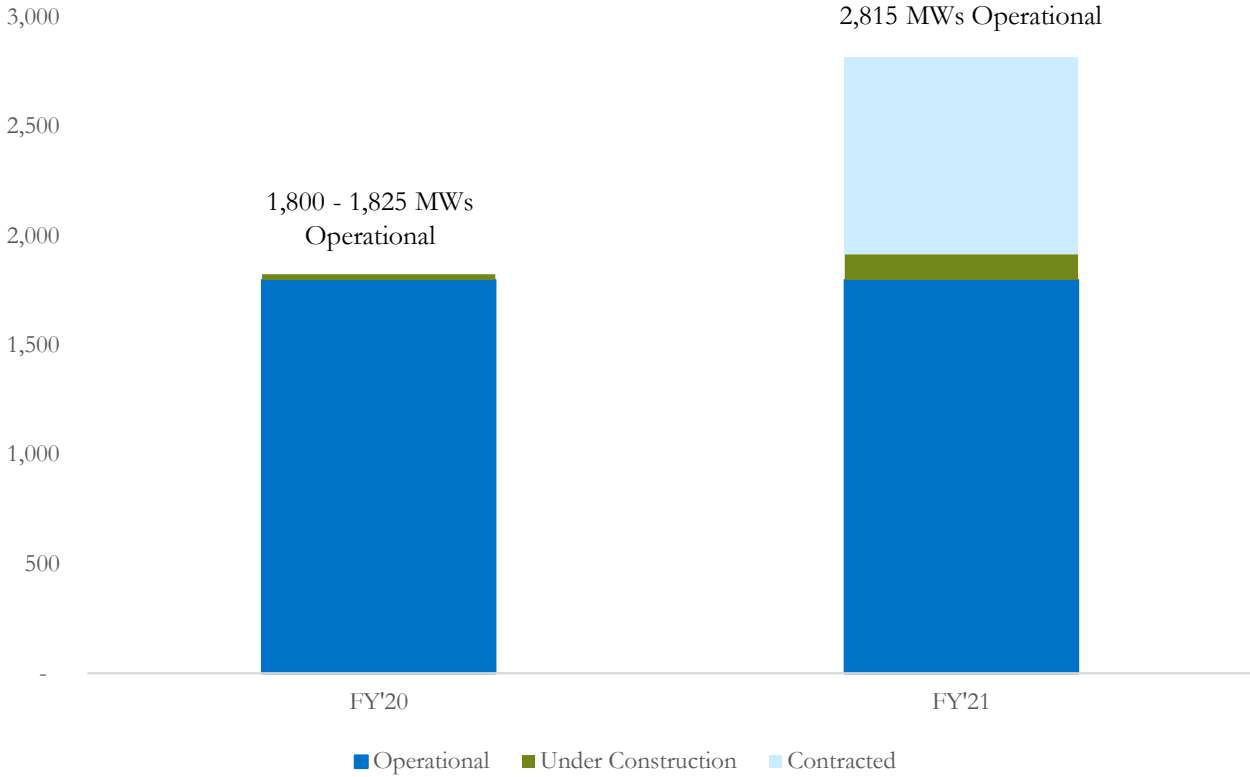


NAV/Share of Contracted 2,815 MW Portfolio (no value added for future growth, cost reductions or platform)



Exchange rate- INR 70.64 to US\$1 (New York closing rate of September 30, 2019). 1) FFO is funds from operations or EBITDA less cash interest expense and cash taxes. Forecast debt amortization is expected to be US\$ 12 million in FY'21 and \$18 million in FY'22.

Contracted 2,815 MW Portfolio: Operational, Capex, Cost per Watt Outlook



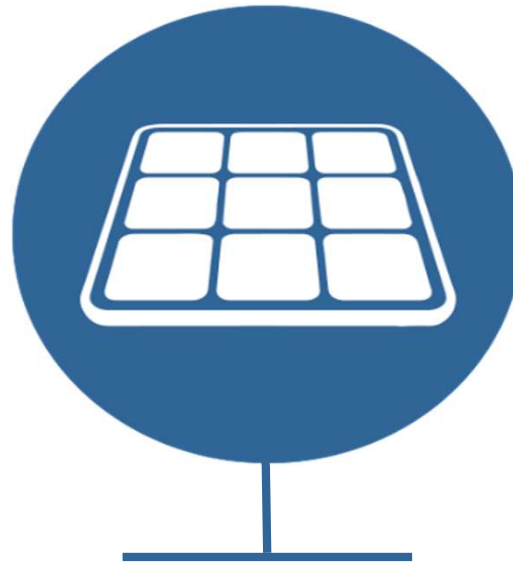
	<u>FY'20</u>	<u>FY'21</u>
(US\$ millions)		
Cap Ex	\$350 - \$400	\$450 - \$500
\$/watt		
Cost per Watt Operating	<u>FY'20 – FY'22</u>	
DC before SGD/BCD	\$0.40 - \$0.45	
AC before SGD/BCD	\$0.60 - \$0.65	
SGD/BCD	\$0.03 - \$0.05	

1. Exchange rate- INR 70.64 to US\$1 (New York closing rate of September 30, 2019).

FY'20 Guidance



1,800 – 1,825 MWs Operating
by March 31, 2020



INR 12,770 – 13,350 million⁽¹⁾
of Revenue for FY'20

¹⁾ US\$ 181-189 Mn (at September 30, 2019 exchange rate- INR70.64 to US\$1)



Restricted Groups

Restricted Groups Overview



Restricted Group I Highlights



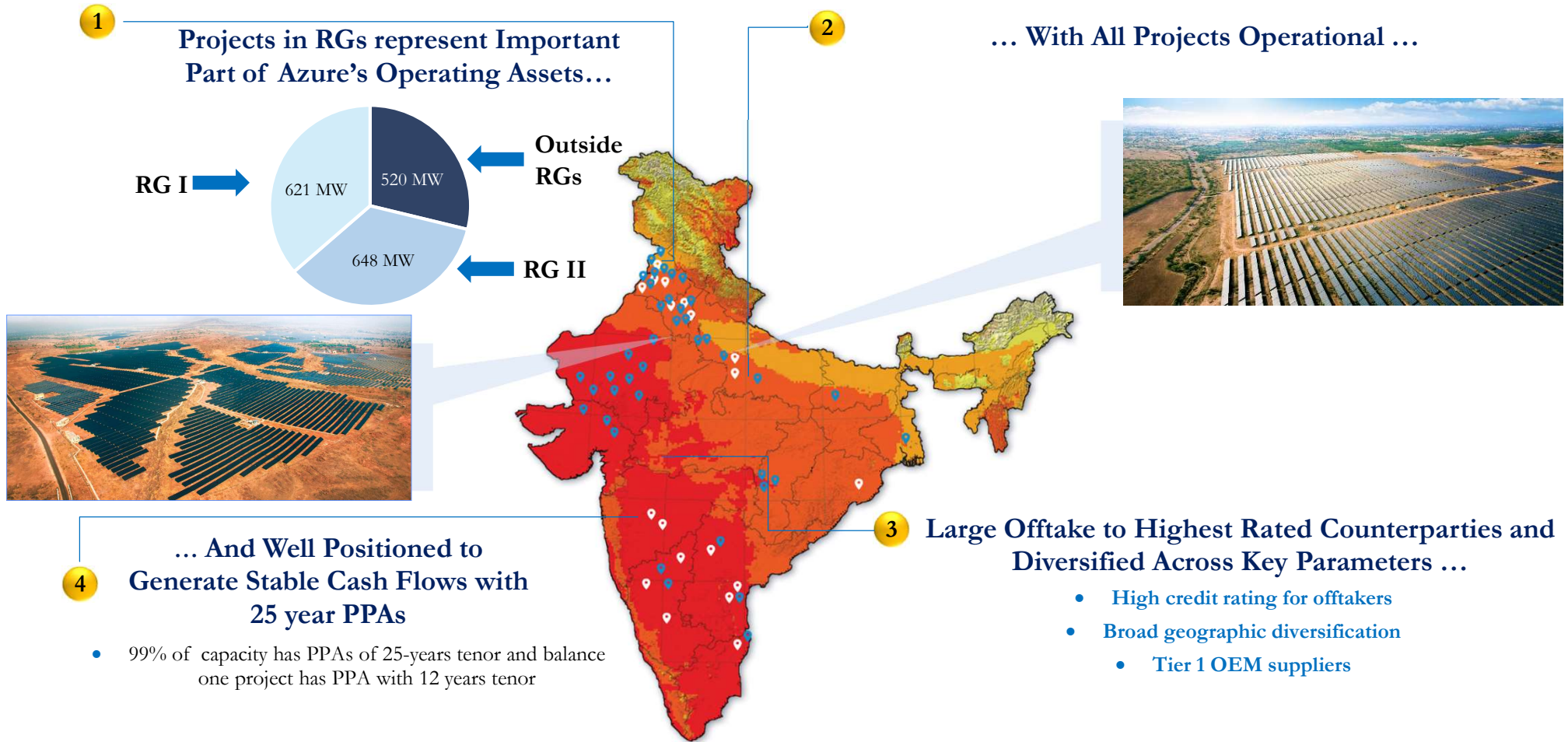
- ☀️ 621 MWs included in the Bond offering
- ☀️ US\$500mn Bond is non amortizing
- ☀️ 5.50% Coupon
- ☀️ Maturity in 2022
- ☀️ Ba3 by Moody's and BB- by Fitch

Restricted Group II Highlights



- ☀️ 648 MWs included in the Bond offering
- ☀️ US\$350mn Bond non amortizing with cash trap
- ☀️ 5.65% Coupon
- ☀️ Maturity in 2024
- ☀️ Ba2 by Moody's and BB by Fitch

Restricted Groups Have High Offtake Credit and Diversification

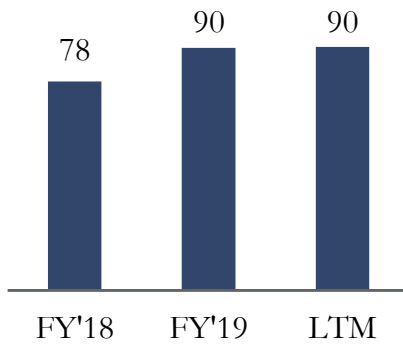


Restricted Groups – Financial Overview

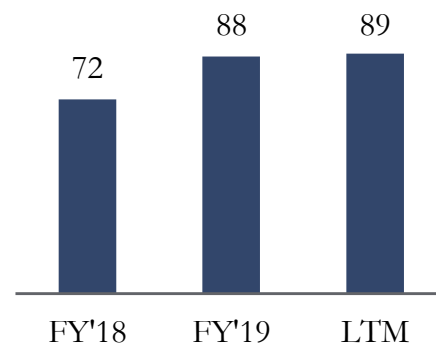


Restricted Group I

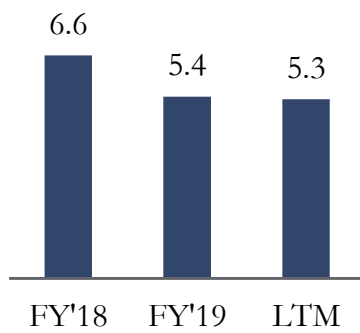
**RG I Revenue
(USD mn)**



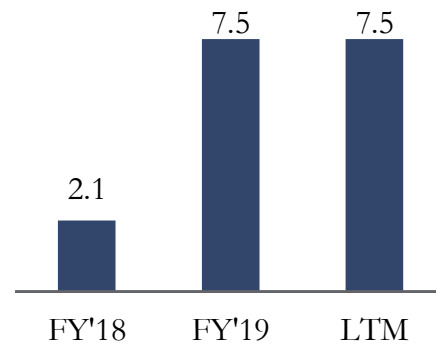
**RG I EBITDA
(USD mn)**



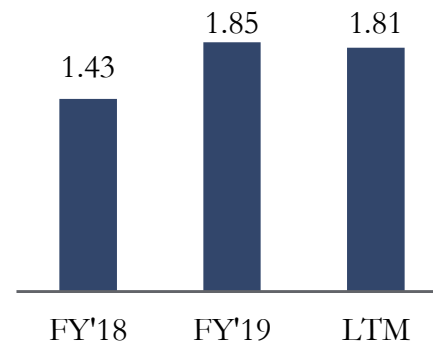
Debt to EBITDA (X)



FFO/Debt (%)

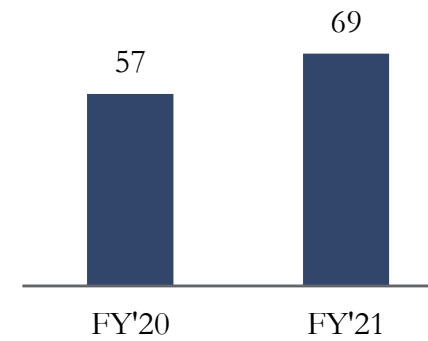


EBITDA/Interest (X)

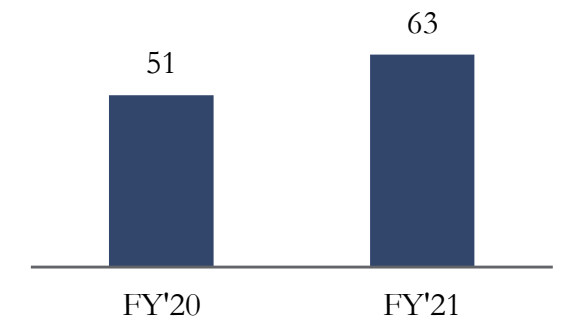


Restricted Group II

**RG II Revenue
(USD mn) ⁽¹⁾**



**RG II EBITDA
(USD mn) ⁽¹⁾**



Note
 FFO = PAT + depreciation (includes prepayment penalty for FY18)
 Note: Exchange rate- INR70.64 to US\$1 (as of September 30, 2019,
 1) Deloitte estimates



Appendix- Industry & Projects Overview

Use of Non-GAAP Financial Measures



Adjusted EBITDA is a non-GAAP financial measure. The Company presents Adjusted EBITDA as a supplemental measure of its performance. This measurement is not recognized in accordance with USGAAP GAAP and should not be viewed as an alternative to USGAAP GAAP measures of performance. The presentation of Adjusted EBITDA should not be construed as an inference that the Company's future results will be unaffected by unusual or non-recurring items.

The Company defines Adjusted EBITDA as net loss (income) plus (a) income tax expense, (b) interest expense, net, (c) depreciation and amortization, and (d) loss (income) on foreign currency exchange. The Company believes Adjusted EBITDA is useful to investors in evaluating our operating performance because:

- Securities analysts and other interested parties use such calculations as a measure of financial performance and debt service capabilities; and
- it is used by our management for internal reporting and planning purposes, including aspects of its consolidated operating budget and capital expenditures.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of the Company's results as reported under USGAAP GAAP. Some of these limitations include:

- it does not reflect its cash expenditures or future requirements for capital expenditures or contractual commitments or foreign exchange gain/loss;
- it does not reflect changes in, or cash requirements for, working capital;
- it does not reflect significant interest expense or the cash requirements necessary to service interest or principal payments on its outstanding debt;
- it does not reflect payments made or future requirements for income taxes; and
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced or paid in the future and Adjusted EBITDA does not reflect cash requirements for such replacements or payments.

Investors are encouraged to evaluate each adjustment and the reasons the Company considers it appropriate for supplemental analysis. For more information, please see the table captioned "Reconciliations of Non-GAAP Measures to Comparable GAAP Measures" in this presentation.

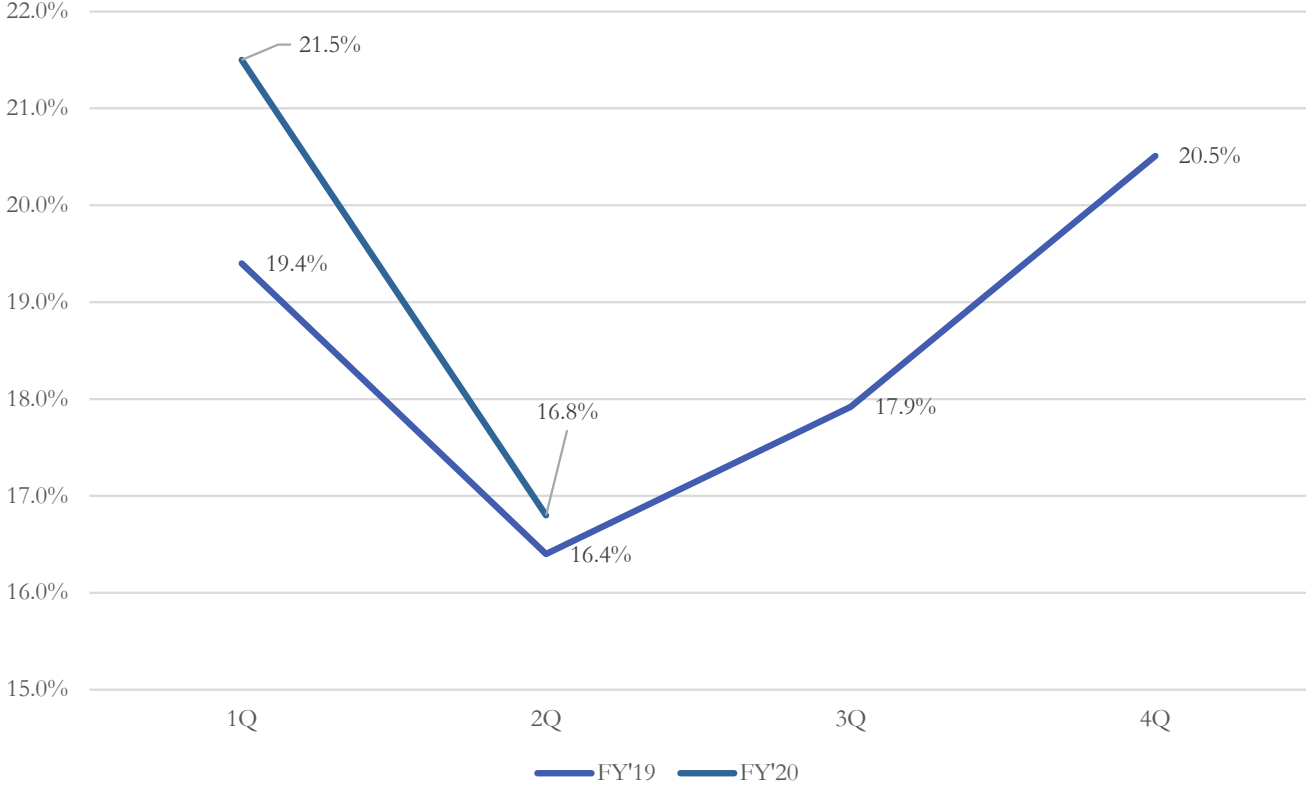
Reconciliation of Non-GAAP Measures to Comparable GAAP measures



	Quarter Ended September 30, (in million)			Six month Ended September 30, (in million)		
	2018 INR	2019 INR	2019 US\$	2018 INR	2019 INR	2019 US\$
Net loss	(298)	(756)	(10.7)	(268)	(586)	(8.3)
Income tax expense	14	27	0.4	109	171	2.4
Interest expense, net	1,257	1,923	27.2	2,330	3,483	49.3
Depreciation and amortization	598	670	9.5	1,151	1,294	18.3
Loss on foreign currency exchange	237	215	3.0	441	265	3.8
Adjusted EBITDA	1,808	2,078	29.4	3,763	4,627	65.5

Exchange rate- INR 70.64 to US\$1 (New York closing rate of September 30, 2019)

Historical Plant Load Factor (PLF)



DSO by Counterparty



Amounts in US\$ million

Customer Name	Project Name	Capacity (MWs)	Total outstanding	Due 0-90	Due 91-365	Due greater than 365	DSO
SECI , NTPC, NVVN		689	11.2	11.2	0.0	-	60
Southern Power Distribution Com of AP Ltd	AP-1	50	8.6	2.9	5.8	0.0	422
Hubli Electricity Supply Company Ltd	K-3	40	4.5	2.4	2.0	0.1	251
Gulbarga Electricity Supply Company	K-4	40	5.5	2.5	2.8	0.2	297
Chamundeshwari Electricity Supply Co	K-5	50	7.5	2.2	2.4	2.9	321
Chattisgarh State Power Distribution Power Corporation	CG-1	30	0.9	0.3	0.6	-	338
Punjab Electricity Development Agency		10	1.4	0.3	0.2	-	161
Other States		765	15.6	15.7	0.7	-	92
Rooftop		85	2.3	1.8	0.5	-	158
		Total	57.6	39.5	15.0	3.1	129

Projects Commissioned - Utility

As on September 30, 2019



Project Names	Commercial Operation Date ⁽¹⁾	PPA Capacity (MW)	DC Capacity (MW)	Tariff (INR/kWh)	Off taker	Duration of PPA in Years	Credit Rating ⁽⁶⁾
Operational – Utility							
Punjab 1 ⁽³⁾	Q4 2009	2	2	17.91	NTPC Vidyut Vyapar Nigam Limited	25	AAA
Punjab 2.1 ⁽³⁾	Q3 2014	15	15	7.67	Punjab State Power Corporation Limited	25	A
Punjab 2.2 ⁽³⁾	Q4 2014	15	15	7.97	Punjab State Power Corporation Limited	25	A
Punjab 2.3 ⁽³⁾	Q4 2014	4	4	8.28	Punjab State Power Corporation Limited	25	A
Karnataka 1 ⁽³⁾	Q1 2015	10	10	7.47	Bangalore Electricity Supply Company Limited	25	A-
Uttar Pradesh 1 ⁽³⁾	Q1 2015	10	12	8.99	Uttar Pradesh Power Corporation Limited	12	C+
Gujarat 1.1 ⁽³⁾	Q2 2011	5	5	15.00 ⁽⁵⁾	Gujarat Urja Vikas Nigam Limited	25	AA-
Gujarat 1.2 ⁽³⁾	Q4 2011	5	5	15.00 ⁽⁵⁾	Gujarat Urja Vikas Nigam Limited	25	AA-
Rajasthan 1 ⁽⁴⁾	Q4 2011	5	5	11.94	NTPC Vidyut Vyapar Nigam Limited	25	AAA
Rajasthan 2.1 ⁽⁴⁾	Q1 2013	20	20	8.21	NTPC Vidyut Vyapar Nigam Limited	25	AAA
Rajasthan 2.2 ⁽⁴⁾	Q1 2013	15	16	8.21	NTPC Vidyut Vyapar Nigam Limited	25	AAA
Rajasthan 3.1 ⁽³⁾	Q2 2015	20	22	5.45 ⁽²⁾	Solar Energy Corporation of India	25	AA+
Rajasthan 3.2 ⁽³⁾	Q2 2015	40	43	5.45 ⁽²⁾	Solar Energy Corporation of India	25	AA+
Rajasthan 3.3 ⁽³⁾	Q2 2015	40	41	5.45 ⁽²⁾	Solar Energy Corporation of India	25	AA+
Chhattisgarh 1.1 ⁽⁴⁾	Q2 2015	10	10	6.44	Chhattisgarh State Power Distribution Company Ltd	25	B+
Chhattisgarh 1.2 ⁽⁴⁾	Q2 2015	10	10	6.45	Chhattisgarh State Power Distribution Company Ltd	25	B+
Chhattisgarh 1.3 ⁽⁴⁾	Q3 2015	10	10	6.46	Chhattisgarh State Power Distribution Company Ltd	25	B+
Rajasthan 4 ⁽³⁾	Q4 2015	5	6	5.45 ⁽²⁾	Solar Energy Corporation of India	25	AA+
Delhi 1.1	Q4 2015	2	2	5.43 ⁽²⁾	Solar Energy Corporation of India	25	AA+
Karnataka 2 ⁽⁴⁾	Q1 2016	10	12	6.66	Bangalore Electricity Supply Company Limited	25	A-
Andhra Pradesh 1 ⁽³⁾	Q1 2016	50	54	6.44 ⁽⁵⁾	Southern Power Distribution Com of AP Ltd	25	BB-
Punjab 3.1 ⁽⁴⁾	Q1 2016	24	25	7.19	Punjab State Power Corporation Limited	25	A
Punjab 3.2 ⁽⁴⁾	Q1 2016	4	4	7.33	Punjab State Power Corporation Limited	25	A

(1) Refers to the applicable quarter of the calendar year. There can be no assurance that our projects under construction and our committed projects will be completed on time or at all., (2) Projects are supported by viability gap funding in addition to the tariff, (3) Projects under Restricted Group (4) Non restricted group projects with operations more than one year considered for covenant analysis, (5) Current tariff, subject to escalation/change, as per PPA (6) Source: Ministry of Power 7th Annual Integrated Rating, ICRA, CARE, Crisil and India Ratings

Projects Commissioned– Utility and C&I

As on September 30, 2019



Project Names	Commercial Operation Date ⁽¹⁾	PPA Capacity (MW)	DC Capacity (MW)	Tariff (INR/kWh)	Off taker	Duration of PPA in Years	Credit Ratings ⁽⁵⁾
Operational – Utility							
Bihar1 ⁽⁴⁾	Q3 2016	10	11	8.39	North & South Bihar Power Distribution Company Ltd	25	B+
Punjab 4.1 ^(3,4)	Q4 2016	50	52	5.62	Punjab State Power Corporation Limited	25	A
Punjab 4.2 ^(3,4)	Q4 2016	50	52	5.63	Punjab State Power Corporation Limited	25	A
Punjab 4.3 ^(3,4)	Q4 2016	50	52	5.64	Punjab State Power Corporation Limited	25	A
Karnataka 3.1 ⁽⁴⁾	Q1 2017	50	54	6.51	Chamundeshwari Electricity Supply Company	25	A
Karnataka 3.2 ⁽⁴⁾	Q1 2017	40	42	6.51	Hubli Electricity Supply Company Limited	25	B
Karnataka 3.3 ⁽⁴⁾	Q1 2017	40	42	6.51	Gulbarga Electricity Supply Company Limited	25	BBB-
Maharashtra 1.1	Q1 2017	2	2	5.50 ⁽²⁾	Ordnance Factory, Bhandara	25	AA+
Maharashtra 1.2	Q1 2017	5	6	5.31	Ordnance Factory, Ambajhari	25	AA+
Andhra Pradesh 2	Q2 2017	100	130	5.12	NTPC Limited	25	AAA
Uttar Pradesh 2	Q2 - Q3 2017	50	50	4.78	NTPC Limited	25	AAA
Telangana 1 ⁽⁴⁾	Q1 2018	100	128	4.67	NTPC Limited	25	AAA
Uttar Pradesh 3	Q2 2018	40	40	4.43 ⁽²⁾	Solar Energy Corporation of India	25	AA+
Andhra Pradesh 3	Q2 2018	50	59	4.43 ⁽²⁾	Solar Energy Corporation of India	25	AA+
Gujarat 2	Q4 2018- Q1-2019	260	328	2.67	Gujarat Urja Vikas Nigam Limited	25	AA-
Karnataka 4.1	Q1 2019	50	63	2.93	Bangalore Electricity Supply Company	25	A-
Karnataka 4.2	Q1 2019	50	64	2.93	Hubli Electricity Supply Company Limited	25	BB
Rajasthan 5 ⁽²⁾	Q2-Q3 2019	200	262	2.48	Solar Energy Corporation of India	25	AA+
Maharashtra 3	Q3 2019	130	195	2.72	Maharashtra State Electricity Distribution Company Limited	25	A
Total Operational Capacity – Utility		1,658	1,980				
Total Operational Capacity – C&I^(4,5)	2013 – Q2 2019	140	140	5.52⁽³⁾	Various	25	
Total Operational		1,798	2,120				

(1) Refers to the applicable quarter of the calendar year. (2) Projects are supported by viability gap funding, in addition to the tariff, (3) Includes projects with capital incentives; levelized tariff, (4) Projects under Restricted Group (5) Punjab Rooftop, 10 MW is in Restricted Group (5) Source: Ministry of Power 7th Annual Integrated Rating, ICRA, CARE, Crisil and India Ratings

Under Construction Projects –Utility and C&I

As on September 30, 2019



Project Names	Expected Commercial Operation Date ⁽¹⁾	PPA Capacity (MW)	Tariff (INR/kWh)	Off taker	Duration of PPA in Years	Credit Ratings ⁽²⁾
Under Construction						
Assam 1	Q2 2020	90	3.34	Assam Power Distribution Company	25	B+
Total Under Construction- Utility		90				
Total Under Construction- Rooftop	Q4 2019 – Q1 2020	27	4.83	Various	25	
Total Capacity Under Construction		117				
Committed						
Rajasthan 6	Q4 2020	600	2.53	Solar Energy Corporation of India	25	AA+
Rajasthan 8	Q4 2020	300	2.58	Solar Energy Corporation of India	25	AA+
Maharashtra 2		150 ⁽³⁾	3.03	Maharashtra State Power Generation Company	25	BBB+
Rajasthan 9		300 ⁽⁴⁾	2.54	Solar Energy Corporation of India	25	AA+
Rajasthan 10		70 ⁽⁴⁾	2.50	Solar Energy Corporation of India	25	AA+
Total Committed Capacity- Utility		1,420				
Total Committed Capacity- Rooftop		35	4.87	Various		
Total Portfolio		3,370⁽⁵⁾				

(1) Refers to the applicable quarter of the calendar year. There can be no assurance that our projects under construction and our committed projects will be completed on time or at all.

(2) Source: Ministry of Power 7th Annual Integrated Rating, ICRA, CARE, Crisil and India Ratings

(3) LoA received for 150 MW and PPA yet to be signed. 50 MW was cancelled out of the initial 200 MW capacity won

(4) LoA received. PPA yet to be signed

(5) Includes 200 – 300 MWs of projects that the company is in negotiation to exit

Project Debt Schedule

As of September 30, 2019



Name of Project	Outstanding Principal Amount (In thousands)		Type of Interest	Currency	Maturity Date ⁽¹⁾
	INR	US\$ ⁽²⁾			
Gujarat 2	4,674,908	66,179	Floating	US\$	2019
Andhra Pradesh 1	2,508,312	35,508	Fixed	INR	2022
Bihar 1	438,767	6,211	Fixed	INR	2022
Gujarat 1	927,560	13,131	Fixed	INR	2022
Karnataka 1	526,490	7,453	Fixed	INR	2022
Karnataka 3.1	1,379,687	19,531	Fixed	INR	2022
Karnataka 3.2	1,425,533	20,180	Fixed	INR	2022
Karnataka 3.3	6,541,532	92,604	Fixed	INR	2022
Punjab 1	174,000	2,463	Fixed	INR	2022
Punjab 2	1,699,000	24,052	Fixed	INR	2022
Punjab 4	5,810,000	82,248	Fixed	INR	2022
Rajasthan 3.1	867,000	12,273	Fixed	INR	2022
Rajasthan 3.2	1,699,530	24,059	Fixed	INR	2022
Rajasthan 3.3	1,803,175	25,526	Fixed	INR	2022
Rajasthan 4	236,000	3,341	Fixed	INR	2022
Telangana 1	4,610,000	65,260	Fixed	INR	2022
Uttar Pradesh 1	509,964	7,219	Fixed	INR	2022
Punjab Rooftop 2	384,000	5,436	Fixed	INR	2022
Rajasthan 1	700,888	9,922	Fixed	US\$	2028
Chhattisgarh 1.1,1.2 & 1.3	1,334,594	18,893	Floating	INR	2029
Rajasthan 2	3,017,182	42,712	Fixed	US\$	2031
Karnataka 2	448,417	6,348	Floating	INR	2032
Maharashtra 1.1 & 1.2	335,112	4,744	Floating	INR	2033

1) This represents the last repayment period. These loans are repayable on a quarterly or semi-annual basis. For repayment by period of the above-mentioned loans, refer to contractual obligation and commercial commitments. 2) Exchange rate- INR 70.64 to US\$1 (New York buying rate of September 30, 2019).

Project Debt Schedule

As of September 30, 2019



Name of Project	Outstanding Principal Amount (In thousands)		Type of Interest	Currency	Maturity Date ⁽²⁾
	INR	US\$ ⁽⁵⁾			
Uttar Pradesh 3	1,453,322	20,574	Floating	INR	2033
Andhra Pradesh 3	2,087,313	29,549	Floating	INR	2034
Punjab 3.1 and 3.2	1,398,416	19,796	Floating	INR	2034
Uttar Pradesh 2	2,139,000	30,280	Floating	INR	2034
Andhra Pradesh 2	5,432,040	76,898	Floating	INR	2036
Karnataka 4	3,690,000	52,237	Floating	INR	2038
Rajasthan 5	5,526,088	78,229	Mixed	INR	2038
Maharashtra 3	4,821,455	68,254	Floating	INR	2040
Rooftop Projects	2,246,302	31,799	Mixed	INR/US\$	2022-2031
Total	70,845,587 ⁽²⁾⁽³⁾	1,002,910			

1) This represents the last repayment period. These loans are repayable on a quarterly or semi-annual basis. For repayment by period of the above-mentioned loans, refer to contractual obligation and commercial commitments. 2) This amount is presented in the financials as, net of ancillary cost of borrowing of INR 1,341 million (US\$ 18.99 million). 3) Further, non-project level debt of INR 23,192 million (US\$ 328.3 million) and working capital loans for INR 6,324 million (US\$ 89.5 million) respectively, are excluded from the above table. The debt balance includes INR 19,792 (US\$ 280.1 million) raised in respect of new bond issue in September 2019. Further foreign exchange fluctuation of INR 4,363 million (US\$ 61.7 million) is in respect of project debt against which the company has taken hedge. 4) Rooftop Projects includes, Delhi Rooftop 4, Gujrat rooftop, Punjab Rooftop 2, Railway 1, DJB and SECI 50.5) Exchange rate- INR 70.64 to US\$1 (New York buying rate of September 30, 2019).

Glossary of Select Terms



Accelerated Depreciation – Accelerated depreciation can be elected at the project level, such that projects that reach COD in the first half of the year can expense 100% of eligible project costs in year 1, and otherwise can expense 50% of project costs in year 1 and the remainder thereafter. After March 31, 2017, projects that reach COD in the first half of the year will be eligible to expense 60% of project costs in year 1

Balance of System (BOS) – The non-module costs of a solar system

Committed Projects – Solar power plants that are allotted, have signed PPAs, or under-construction but not commissioned

Contracted Projects – Solar power plants that have signed PPAs, or under-construction but not commissioned.

Day Sales Outstanding (DSO)- *Days Sales Outstanding (DSO) = $\frac{\text{Outstanding amount} * \text{Period}}{\text{Total Sales for the period}}$* DSO represents the average no of days taken to recognize the revenue against sale of power

Funds from Operations (FFO) – Adjusted EBITDA less net cash interest expense less cash taxes

Levelized Cost of Energy (LCOE) – A cost metric used to compare energy alternatives, which incorporates both upfront and ongoing costs and measures the full cost burden on a per unit basis

Ministry of New and Renewable Energy (MNRE) – A Government of India ministry whose broad aim is to develop and deploy new and renewable energy to supplement India's energy requirements

National Operating Control Center (NOCC) – Azure Power's centralized operations monitoring center that allows real-time project performance monitoring and rapid response

Power Purchase Agreement (PPA) shall mean the Power Purchase Agreement signed between Off-taker and the Company for procurement of Contracted Capacity of Solar Power

Renewable Purchase Obligations (RPO) – Requirements specified by State Electricity Regulatory Commissions, or SERCs, as mandated by the National Tariff Policy 2006 obligating distribution companies to procure solar energy by offering preferential tariffs

Section 80-IA Tax Holiday – A tax holiday available for ten consecutive years out of fifteen years beginning from the year Azure Power generates power, for the projects commissioned on or before April 01, 2017.

Solar Auction Process – A reverse bidding process, in which participating developers bid for solar projects by quoting their required tariffs per kilowatt hour, or their required VGF in order to deliver certain tariffs. Projects are allocated to the bidders starting from the lowest bidder, until the total auctioned capacity is reached

Viability Gap Funding (VGF) – A capital expenditure subsidy available under certain NSM auctions that is awarded based on a reverse bidding process to incentivize solar energy at market tariff rates

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Thank You