



3 GW+ Pan India portfolio of solar assets in 24 States

India's first private grid connected MW solar plant

India's first distributed rooftop solar project over one megawatt

Issued India's first solar Green Bond

Fiscal First Quarter 2020 Ended June 30, 2019

Earnings Presentation

August 12, 2019

Disclaimer

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.

Agenda

New Management Commitment to Capital Discipline

Company Update

Industry Update

Fiscal First Quarter 2020 Results

Reiterating FY 2020 Guidance

New Management Commitment to Capital Discipline

Financial discipline is the foundation of our success

1

Delivery of current pipeline 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

5

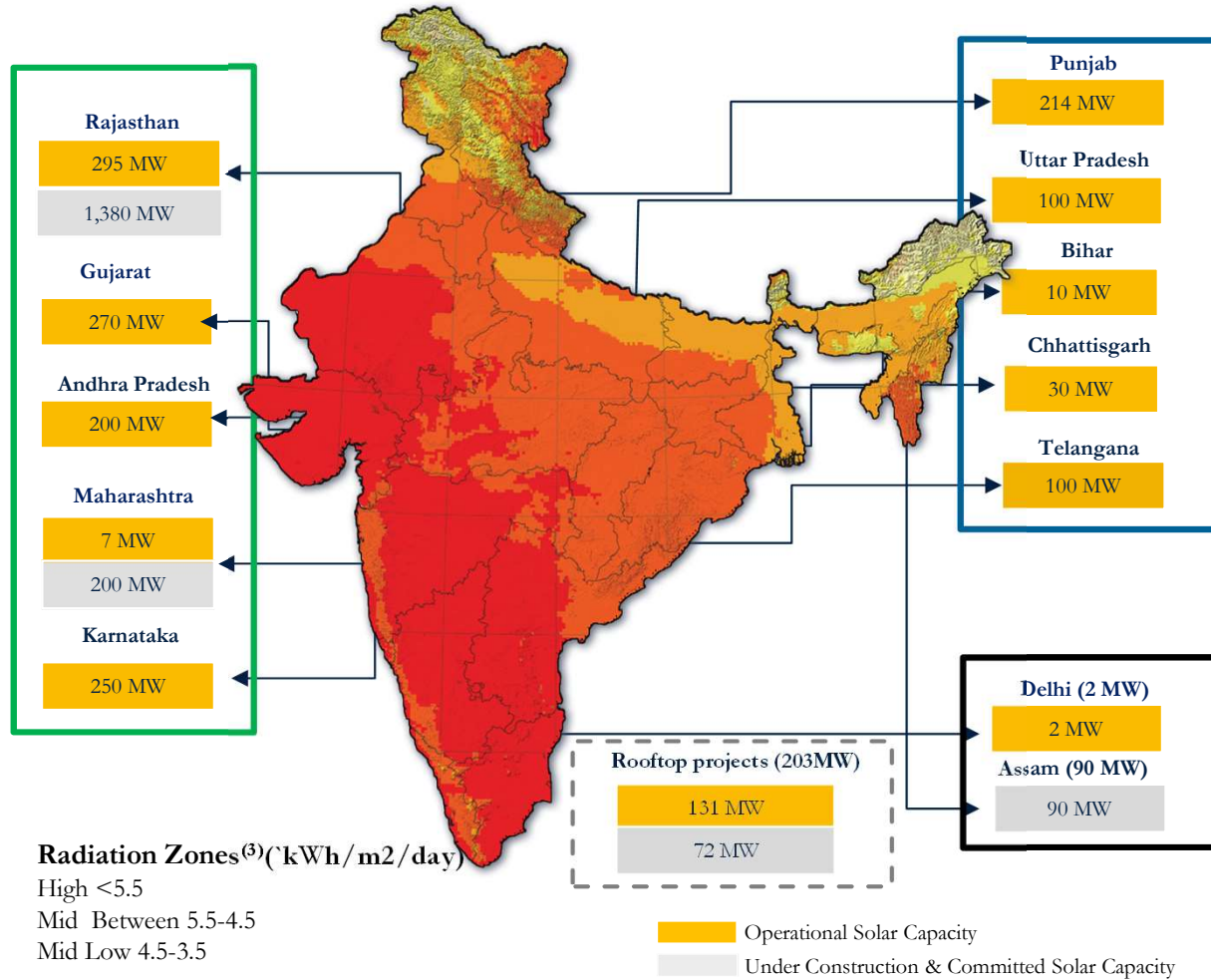
If returns on future growth do not meet thresholds, will explore giving back capital

3,351 MW Portfolio Capacity(1), With 83% Portfolio in High Radiation Zone

~83% in High Radiation Zone⁽²⁾

~14%⁽²⁾ in Mid Radiation Zone

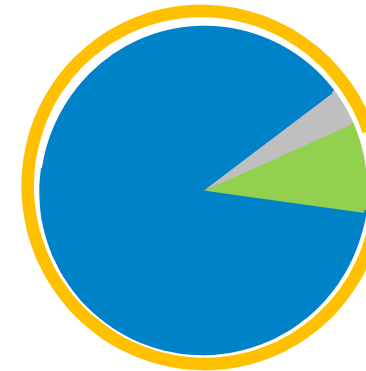
Focus is on Strong Counterparty Credit



- ✓ Projects operating with longest operating history amongst renewable IPPs
- ✓ Repeat business targeted in various states subsequent to experience achieved

(1) Portfolio as on June 30, 2019, (2) For ground mount project, (3) National Renewable Energy Laboratory

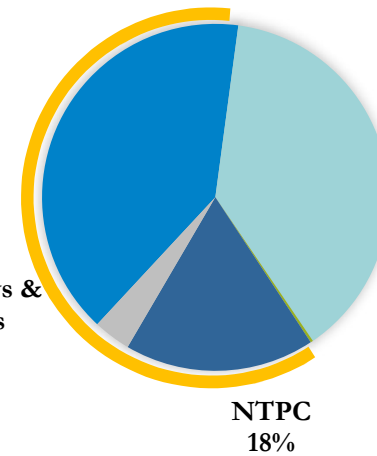
A to AAA
75%



~82% of the portfolio is Investment Grade

SECI
40%

Indian Railways & GoI Entities
4%



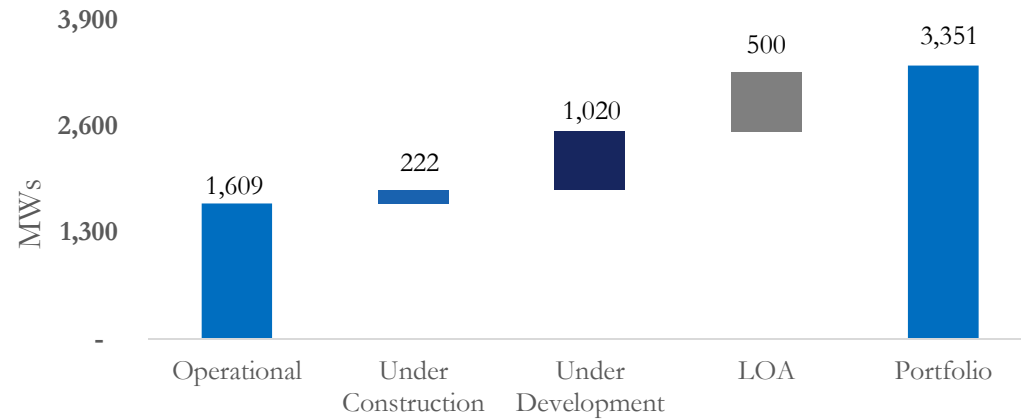
State Electricity Boards
38%

NTPC
18%

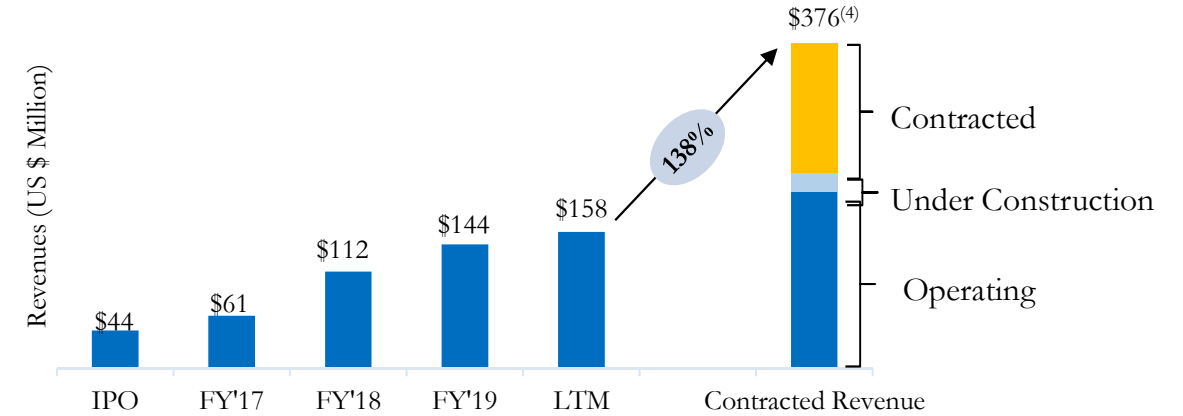
~62% of the portfolio is with GoI (sovereign) backed entities

EBITDA Expansion & Economies of Scale Driving Profit Growth

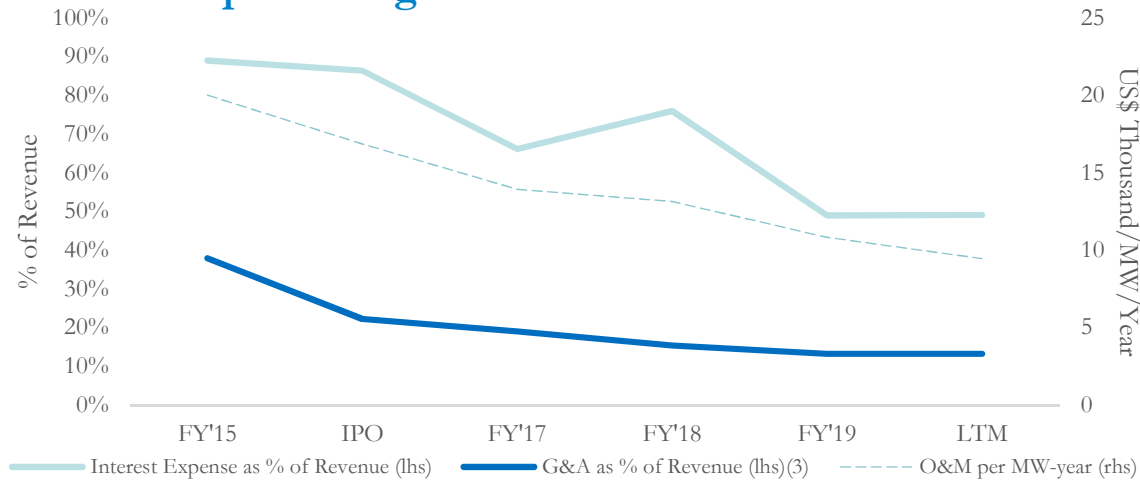
Growing Portfolio with Strong Contracts in Place



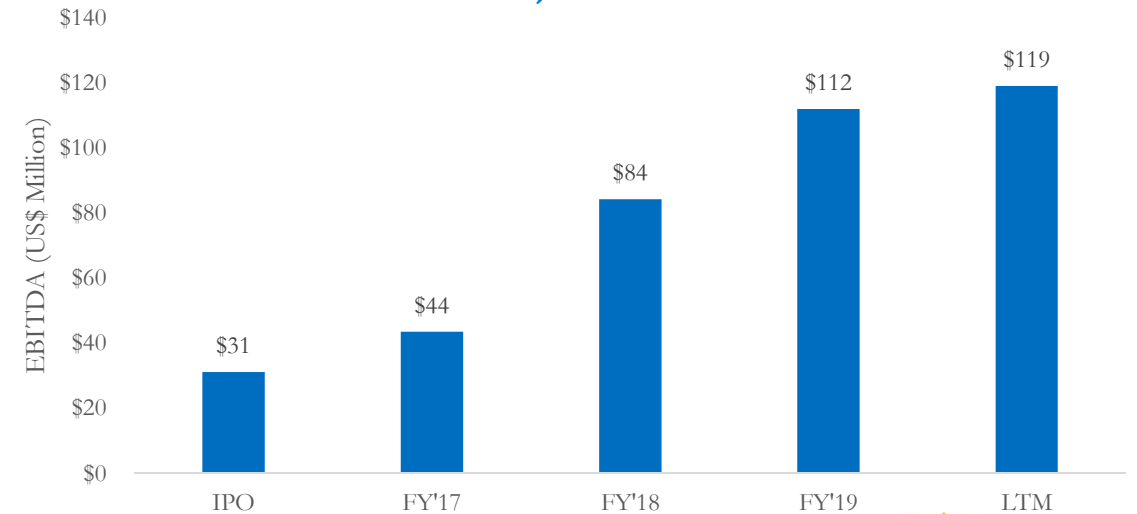
Substantial, Contracted Revenue Growth to Portfolio Run-Rate⁽¹⁾⁽²⁾



Captured Significant Economies of Scale



284% Increase in Adjusted EBITDA since IPO in 2016



1) Exchange rate- INR68.92 to US\$1 (New York buying rate of June 28, 2019) 2) Portfolio run-rate (please refer Form 6k). 3) Excludes INR 264.4 mn of one time charges. 4) Equals annualized payments for customers extrapolated based on the operating & committed capacity as on June 30, 2019 | IPO data is LTM 30 June, 2016 | EBITDA - For a reconciliation of Non-GAAP measures to comparable GAAP measures refer to appendix.



Industry and Regulatory Update

Industry Update

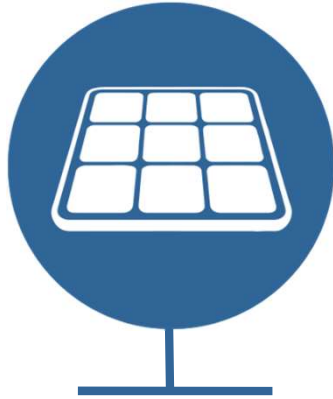
- ☀️ Payment security mechanism – Ministry of Power has mandated Discoms to open and maintain adequate Letters of Credit (LCs) to strengthen payment security for generating companies starting Aug 2019. MNRE has reiterated ‘Must Run’ status to renewable energy and PPA tariff must be paid to renewable energy companies in case of curtailment.
- ☀️ Andhra Pradesh (<2% of portfolio) – Central Government and MNRE have strongly urged Andhra Pradesh Southern Power Distribution Company (APSPDCL) to stop renegotiating contracts for renewable projects. State High Court has stayed any action.
- ☀️ Safeguard Duty (SGD) – Both central and state regulators have accepted SGD as change in law in decided cases.

Solar PPA contracts have repeatedly been upheld in the highest courts of India

- ☀️ Curtailment or PPA cancellation would be in direct conflict with GoI’s stated plans to achieve 100 GWs of solar by FY 2022
- ☀️ The legally binding nature of PPAs has been recognized by the Appellate Tribunal for Electricity and the Supreme Court of India in several cases. Several positive rulings by courts and government that the terms of PPAs can’t be altered.
- ☀️ The Karnataka government overruled a regulatory order that had reduced the tariff the state discom would pay.⁽¹⁾
- ☀️ The Supreme Court of India has ordered, in a case between Gujarat Urja Vikas Nigam Limited and Solar Semiconductor Power Company, that the tariff fixed in terms of PPAs between power producer and distributor cannot be altered.⁽²⁾
- ☀️ Proposed amendments to Electricity Act, 2003 would enhance counter party credit quality and sanctity of PPA contracts. ⁽³⁾

1) <https://economictimes.indiatimes.com/industry/energy/power/karnataka-overrules-order-to-reduce-discom-tariff/articleshow/61348882.cms>, 2) <https://www.livelaw.in/electricity-commission-no-inherent-power-alter-tariff-ppa-generator-distributor-sc-read-judgment/>, 3) https://powermin.nic.in/sites/default/files/webform/notices/Proposed_amendment_to_Electricity_Act_%202003.pdf

Continued Growth in Fiscal Q1 FY'20



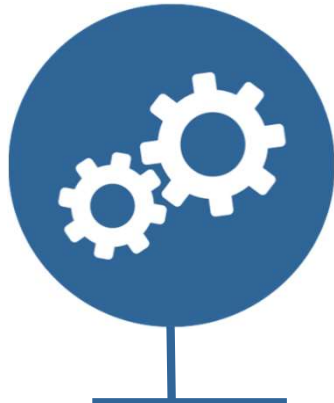
1,609 MW Operating
59% increase⁽¹⁾



3,351 MW Operating & Committed
57% increase⁽¹⁾



US\$ 49.2 mn⁽⁴⁾ Revenue
40% increase⁽¹⁾



700.1 mn kWh Generation
75 % increase⁽¹⁾



US\$ 0.58 mn⁽⁴⁾ Project Cost/MW (DC)
9% reduction⁽¹⁾⁽³⁾



US\$ 376.4mn⁽⁴⁾ Portfolio Revenue Run
Rate⁽²⁾

48% increase⁽¹⁾

1) Increase/Reduction is over figure for June 2018 quarter previous year. 2) Portfolio run-rate equals annualized payments from customers extrapolated based on the operating & committed capacity of June 30, 2019. 3) Compares to 1Q'FY19. The AC project cost per MW for the prior comparable period was US\$ 0.72 mn as compared to US\$ 0.68 mn for current year. Includes ~US\$ 0.05 mn / MW of Safe Guard Duties that we expect to recover. 4) Exchange rate- INR 68.92 to US\$1 (New York closing rate of June 28, 2019)

Azure Power Delivered 40% Revenue Growth in Q1 FY'20

	Quarter Ended June 30, (in thousands)			% Change Q1 FY'20 vs Q1 FY'19
	2018 INR	2019 INR	2019 US\$	
Operating Revenue	2,422,539	3,389,313	49,177	40%
Cost of Operations	218,230	296,949	4,309	36%
General & Administrative Expenses	248,650	644,658 [#]	9,354	159%
Non-GAAP Adjusted EBITDA*	1,955,659	2,447,706	35,514	25%

[#] General and administrative expenses included one-time provisions of INR 264.4 million (US\$ 3.8 million), primarily related to management transition expenses. Excluding the impact of these non-recurring expenses, general and administrative expenses would have been INR 380.3 million (US\$5.5 million).

Exchange rate INR 68.92 to US\$1 (New York closing rate of June 28, 2019) | *For a reconciliation of Non-GAAP measures to comparable GAAP measures, refer to the Appendix

A Growing Balance Sheet

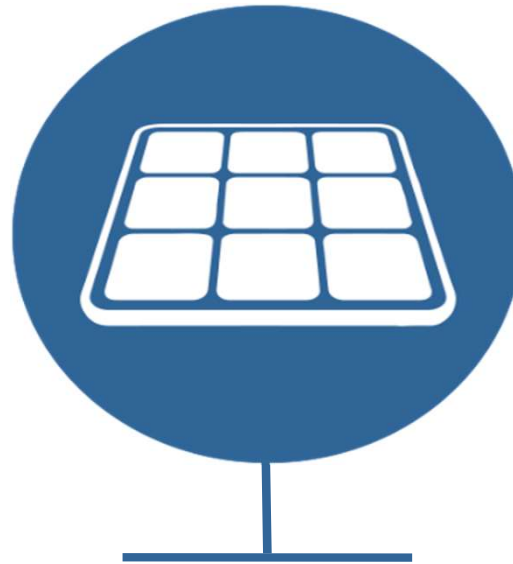
	March 31, 2019 (in thousands)	June 30, 2019 (in thousands)	
	INR	INR	US\$
Cash, Cash Equivalents and Current Investments*	10,544,989	11,470,689	166,435
Property, Plant & Equipment, Net	83,444,529	86,705,503	1,258,060
Net Debt#	59,006,817	68,741,690	997,414

*Cash, cash equivalents and current investment does not include Restricted cash (current and non current) INR 3,448 million, INR 7,129 million (US\$ 103.4 million) for the year ended March 31, 2019 and quarter ended June 30, 2019.

Total debt includes net hedging derivative value and cash and cash equivalents. The hedging impact was INR 2,220.4 million asset for the year ended March 31, 2019 and an asset of INR 2,809.9 million (US\$ 40.8 million) for the quarter ended June 30, 2019. Exchange rate- INR 68.92 to US\$1 (New York closing rate of June 28, 2019) Includes current debt of INR 7,154 million (US\$ 103.9 million), which is due in the next one year.

Reiterating FY'20 Guidance

1,800 – 1,900 MWs Operating
by March 31, 2020



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

1) US\$ 185-194 Mn (at June 28, 2019 exchange rate- INR68.92 to US\$1)

Appendix

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 June 30, (in thousands)		
	2018 INR	2019 INR	2019 US\$
Net income	29,803	90,157	1,307
Income tax expense	94,581	123,749	1,796
Interest expense, net	1,073,440	1,560,094	22,636
Depreciation and amortization	553,609	623,448	9,046
Loss on foreign currency exchange, net	204,226	50,258	729
Adjusted EBITDA	1,955,659	2,447,706	35,514

Exchange rate- INR 68.92 to US\$1 (New York closing rate of June 28, 2019)

Projects Commissioned - Utility

As of June 30, 2019

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

(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) Restricted Subsidiaries, which comprise onshore subsidiaries part of Green Bond (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

Projects Commissioned– Utility and C&I

As of June 30, 2019

Project Names	Commercial Operation Date(1)	PPA Capacity (MW)	DC Capacity (MW)	Tariff (INR/kWh)	Off taker	Duration of PPA in Years
Operational – Utility						
Bihar 1 ⁽⁴⁾	Q3 2016	10	11	8.39	North & South Bihar Power Distribution Company Ltd	25
Punjab 4.1 ^(3,4)	Q4 2016	50	52	5.62	Punjab State Power Corporation Limited	25
Punjab 4.2 ^(3,4)	Q4 2016	50	52	5.63	Punjab State Power Corporation Limited	25
Punjab 4.3 ^(3,4)	Q4 2016	50	52	5.64	Punjab State Power Corporation Limited	25
Karnataka 3.1 ⁽⁴⁾	Q1 2017	50	54	6.51	Chamundeshwari Electricity Supply Company	25
Karnataka 3.2 ⁽⁴⁾	Q1 2017	40	42	6.51	Hubli Electricity Supply Company Limited	25
Karnataka 3.3 ⁽⁴⁾	Q1 2017	40	42	6.51	Gulbarga Electricity Supply Company Limited	25
Maharashtra 1.1	Q1 2017	2	2	5.50 ⁽³⁾	Ordnance Factory, Bhandara	25
Maharashtra 1.2	Q1 2017	5	6	5.31	Ordnance Factory, Ambajhari	25
Andhra Pradesh 2	Q2 2017	100	121	5.12	NTPC Limited	25
Uttar Pradesh 2	Q2 - Q3 2017	50	50	4.78	NTPC Limited	25
Telangana 1 ⁽⁴⁾	Q1 2018	100	128	4.67	NTPC Limited	25
Uttar Pradesh 3	Q2 2018	40	40	4.43 ⁽³⁾	Solar Energy Corporation of India	25
Andhra Pradesh 3	Q2 2018	50	51	4.43 ⁽³⁾	Solar Energy Corporation of India	25
Gujarat 2	Q4 2018 – Q1 2019	260	317	2.67	Gujarat Urja Vikas Nigam Limited	25
Karnataka 4.1	Q1 2019	50	63	2.93	Bangalore Electricity Supply Company	25
Karnataka 4.2	Q1 2019	50	64	2.93	Hubli Electricity Supply Company Limited	25
Rajasthan 5 ⁽²⁾	Q2 2019	150	195	2.48	Solar Energy Corporation of India	25
Total Operational Capacity – Utility		1,478	1,690			
Total Operational Capacity – C&I^(4,5)	2013 – Q1 2019	131	134	5.56 ⁽³⁾	Various	25
Total Operational		1,609	1,824			

(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 under accelerated depreciation (3) Includes projects with capital incentives or viability gap funding; levelized tariff, 4) Restricted Subsidiaries, which comprise onshore subsidiaries part of Green Bond (5) 10MWs of Rooftop is in restricted subsidiaries.

Under Construction and Committed Projects –Utility and C&I

As of June 30, 2019

Project Names	Expected Commercial Operation Date(1)	PPA Capacity (MW)	Tariff (INR/kWh)	Off taker	Duration of PPA in Years(3)
Under Construction					
Rajasthan 5 ^(2,3)	Q3 2019	50	2.48	Solar Energy Corporation of India	25
Maharashtra 3	Q3 2019	130	2.72	Maharashtra State Electricity Distribution Company Ltd L	25
Total Under Construction- Utility		180			
Total Under Construction- Rooftop	Q3 2019 – Q1 2020	42	4.84	Various	25
Total Capacity Under Construction		222			
Committed					
Assam 1	Q2 2020	90	3.34	Assam Power Distribution Company	25
Rajasthan 6	Q4 2020	600	2.53	Solar Energy Corporation of India	25
Rajasthan 7	Q1 2021	300	2.59	NTPC Limited	25
Rajasthan 8	Q1 2021	300	2.58	Solar Energy Corporation of India	25
Maharashtra 2	Q2-Q4 2021	200	3.07	Maharashtra State Power Generation Company	25
Total Committed Capacity – Utility		1,490			
Total Committed Capacity - Rooftop	Q4 2019 – Q3 2020	30	4.96⁽²⁾	Various	25
Total Committed Capacity		1,520			
Total Portfolio		3,351			

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) Rajasthan 5 was completed on July 2019, 3) Projects under accelerated depreciation

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

Jawaharlal Nehru National Solar Mission (NSM) – India’s only national mission, which was launched in 2010 to support solar growth to bridge India’s energy gap

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 or “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.

SECI - Solar Energy Corporation of India

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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