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# AZURE POWER INDIA PVT. LTD.

## POLICY

### GROUP ANTI BRIBERY & CORRUPTION POLICY

DOC. NO: C&E-PL-001

Rev. Number: 00

Date: 19-06-2024

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Process owner  
Compliance & Ethics Function

Approved By  
CEO

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	<b>AZURE POWER INDIA PVT. LTD.</b>	<b>DOC NO: C&amp;E -PL-001</b>
<b>COMPLIANCE &amp; ETHICS</b>	<b>POLICY FOR GROUP ANTI-BRIBERY AND CORRUPTION</b>	<b>REV NO: 00</b> <b>REV DATE: 19-06-2024</b>

## I. INTRODUCTION

A. Policy Statement. Azure Power Group (“Azure Power Group” or the “Company”) competes for business and pursues business objectives solely on the merits. The Company is committed to conducting business in accordance with the highest ethical standards and **strictly prohibits bribery, kickbacks, facilitation payments, and improper payments in any form or amount, to anyone, anywhere, for any purpose**, including to inappropriately influence a government official or secure an improper business advantage. Our commitment to conducting business with the highest ethical standards is essential to maintaining our brand and reputation for integrity and fair business dealings. **A violation of this Policy or the Company’s Code of Conduct and Ethics could result in disciplinary actions**, including but not limited to termination of employment.

B. Risks and Consequences of Non-Compliance: A violation of anti-corruption laws can lead to severe civil and criminal penalties and reputational harm to our Company. Employees that violate these laws will likely face severe civil and criminal penalties, including prison, fines, penalties, and other negative consequences. The prohibition against Bribes, Kickbacks, Facilitation Payments, or any Improper Payment is incorporated into the Company’s Code of Conduct and Ethics (“Code”); therefore, a violation of the Code or this Policy could result in disciplinary actions, including, but not limited to, termination of employment and the clawback, forfeiture, or cancelation of certain compensation benefits. See Azure Power Group’s Consequence Management Policy


C. Applicability. This Policy applies to all Employees and Vendors, as those terms are defined in Paragraph IV below (Definitions).

## II. Policy

### A. Bribery and other Corrupt Practices

1. Prohibition Against Bribery and Other Corrupt Practices. Azure Power Group strictly prohibits offering, giving, soliciting, or receiving, directly and indirectly, including through, from, or by any Vendor, Relative, or any other person or entity, any Bribe, Kickback, Improper Payment, Facilitation Payment, or Anything of Value to improperly influence a Government Official, an official government act or decision, any business act, or to secure an improper advantage to anyone, anywhere, for any reason. The Company expects all Employees and Vendors to refrain from engaging in any form of Bribery or corruption. The following policies apply to every Employee and Vendor conducting business or acting on behalf of the Company:

a. Government Officials. It is strictly prohibited to offer, give, approve, promise, or facilitate the giving of any Improper Payment, directly or indirectly,

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to any Government Official, Close Business Associate, or Relative or through, from, or by any Vendor or any other person or entity.

b. Vendors and Politically Exposed Persons. It is strictly prohibited to offer or give any Improper Payment, directly or indirectly, to any Vendor or other person or entity that does or seeks to do business with the Company, or any Politically Exposed Person, for the purpose of improperly influencing a Government Official, government act or decision, any improper business act or decision, or to secure an improper advantage.

2. Kickbacks. Azure Power Group strictly prohibits any Employee from soliciting, demanding, accepting, or obtaining, directly or indirectly, including through or from any Vendor, Relative, or any other person or entity, any Kickback from any source. The policy does not prohibit any Employee from accepting Business Gifts given in accordance with this Policy.

**B. Business Gifts—Non-Government Officials**

1. General Rules.

a. Proper Business Purpose. The giving or receipt of any Business Gift must have a legitimate, bona fide business purpose, be reasonable in value and frequency, be appropriate for the occasion, and be conducted in a transparent manner.

b. No Improper Purpose. It is never permissible to provide gifts, meals, travel, or entertainment to anyone (Government Officials, Vendors, or commercial partners) in exchange for any improper favor or benefit.


c. No Cash or Lavish Gifts. Gifts of cash or cash equivalents, such as gift cards, or gold or other precious metals, such as gems or stones, are **never** permissible.

2. Acceptable Business Gifts—Non-Government Officials

a. Certain Business Gifts may be accepted or given to strengthen working relationships between and among business partners, provided the Business Gift is offered for a legitimate business purpose, such as building goodwill and enhancing relationships, provided that it complies with the following guidelines.

b. No Prior Approval Required. Business Gifts that may be accepted or given without prior approval


- (1) Commemorative, promotional, or marketing items of nominal value (e.g., pens, calendars, mugs, etc. with the Company logo);

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- (2) Modest refreshments (*e.g.*, coffee and donuts during a meeting) or
- (3) Meals related to or during business dealings, meetings, or development;
- (4) Items exchanged during festivals or other ceremonial occasions (*e.g.*, flowers or sweets) and commensurate with the culture and occasion; and
- (5) Any other Business Gift with a fair market value of up to INR 5,000, provided it meets all the other Business Gift requirements set forth in Paragraph IIB1 above.

c. Prior Approval Required. Business Gifts (*e.g.*, hospitality, entertainment, tickets to a theatre or a sporting event, etc.)—not covered under Paragraph IIB2b above—may be accepted or given, provided such Business Gifts are approved in advance in writing by the Chief Compliance and Ethics Officer, or his designee, and meet the following guidelines:

- (1) Has a legitimate, bona fide business purpose (*e.g.*, accompanying a customer or supplier to a local theatre/sporting event or attending a business meal);
- (2) Is reasonable in value and frequency;
- (3) Is not given as a bribe, kickback, facilitation payment, or improper payment (*e.g.*, to obtain or retain business or to secure an improper advantage);
- (4) Does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices, or improved terms of sale or service;
- (5) Is in good taste and occurs at a business appropriate venue;
- (6) Is reasonable and appropriate in the context of the business occasion;
- (7) Would not influence, or appear to influence, the Employee’s ability to act in the best interest of the Company; and

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(8) Is disclosed in writing to and approved in advance by the Chief Compliance and Ethics Officer.

c. Limitations and Considerations. The following items may not be accepted or given:

- (1) “Adult” entertainment, any event involving nudity or lewd behavior, or anything that would tarnish or harm Azure Power Group’s reputation, if publicly disclosed;
- (2) Anything that can be viewed as creating any affiliation with the Company and any particular political party;
- (3) Anything that violates Azure Power Group’s Code of Conduct and Ethics, its policies, or any applicable law; and
- (4) No Business Gifts may be offered or given to or accepted from any party during any bidding, procurement, request for proposal, or contract negotiation.

d. Any request for prior approval must be submitted via email in advance to the Chief Compliance and Ethics Officer, or his designee, and include a description of the Business Gift, the identity of the party or parties involved and their relationship to Azure Power Group, the fair market value of the Business Gift at the time of the request, and any prior Business Gifts offered or given to the same party or parties within the prior twelve months.

e. The Chief Compliance and Ethics Officer will maintain a Gift Registry to record any Business Gifts given or received under this Policy.

C. Business Gifts and Government Officials

1. Business Gifts to Government Officials and Related Parties. Business Gifts will not be given to any Government Official, Close Business Associate, or Politically Exposed Person, or their Relatives, directly or indirectly. Exception: Consistent with local cultural expectations and customs (such as Diwali and other festivals), Business Gifts of nominal value may be given, provided:

a. The giving of the Business Gift is approved by the Chief Executive Officer and Chief Compliance and Ethics Officer, or his designee, in advance.

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b. Information related to the Business Gift (description of gift; fair market value; recipient; and date) is promptly and accurately recorded in the Company's books, which documentation will be maintained in accordance with Azure Power Group's Record Retention Policy.

2. Narrow Exception for Meals and Refreshments. Meals and Refreshments may be provided to Government Officials if the meals and refreshments:

- a. Are reasonable in value and frequency;
- b. Are provided in connection with a meeting or event on the Company's premises for a legitimate business purpose;
- c. The giving of the meals and refreshments are permitted under local law and consistent with social hospitality; and
- d. Are not provided to any Relatives or Close Business Associate of the participating Government Official(s).

3. Any request to provide meals and refreshments to any Government Official must be requested in advance and in writing to the Chief Compliance and Ethics Officer, or his designee, and include a description of the meals and refreshments to be provided, the location of the event, the reason(s) for the event, the fair market value of the meals and refreshments to be provided.

3. Recordkeeping. The written request and approval or denial will be maintained in the Gift Registry in accordance with Azure Power Group's Record Retention Policy.

**D. Sponsored Travel**

1. Under the circumstances set forth below, Azure Power Group may pay the bona fide and reasonable travel expenses, including airfare, hotel accommodations, meals, and other incidentals related to the Sponsored Travel of a Government Official.

2. The following policies apply to Sponsored Travel:

- a. Sponsored Travel must be directly related to the promotion, demonstration, or explanation of the Company's products or services; related to the execution or performance of a contract in which the Company and the Government Entity that employs the Government Official are parties (*e.g.*, trips to a Company project site to observe the Company's production processes); or travel expenses of police officers traveling beyond their usual jurisdiction to investigate a theft of Company property. Sponsored Travel must not be in exchange of any favors or anticipation of any favors from any Government Official or Government Entity.

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- b. The Government Entity must select the Government Official, not the Company.
- c. The Government Entity must approve, in writing, the Government Official’s proposed visit and itinerary.
- d. Airfare, hotel accommodations, and other travel-related expenses must be reasonable and commensurate with the Company’s travel policy. Expenditures for meals and incidentals must also be in accordance with Company’s travel policies. The Company will not pay for alcohol.
- e. The Company will directly pay the airline, hotel, and ground transportation on behalf of the Government Official, if such expenses are necessary.
- f. The Company will not directly reimburse any per diem to the Government Official; however, Azure Power Group may make direct payment for per diem expenses to the relevant Government Entity.
- g. The Company will not pay for long-distance telephone calls, mini-bar usage, television pay-per-view services, or any other amenities not included in the base price of the hotel accommodation or lodging.
- h. The Company will not pay for any travel and associated expenses for the Government Official’s family members or Close Business Associates.
- i. The Company will not pay any expenses unrelated to the purpose of the Sponsored Travel, including but not limited to tourist destinations, entertainment, sightseeing excursions, and other leisure activities.

3. Approval. Any request for prior approval of Sponsored Travel must be made by the Head of Department, in writing, and submitted to the Chief Compliance and Ethics Officer and the Chief Financial Officer for their approval in advance of the travel and before the Company agrees to pay for the Sponsored Travel.

The request for Sponsored Travel must be submitted via email and include the reason(s) and justification(s) for the travel, the identity of the Government Official(s), the place of travel, itinerary, estimate of expenses, a letter from the Government Entity approving the travel / visit, and whether the Company has paid for any Sponsored Travel to the relevant Government Entity and Government Official within the prior twelve months.

4. Recordkeeping. All documents related to each Sponsored Travel event will be maintained in accordance with Azure Power Group’s Record Retention Policy.

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E. Political and Charitable Contributions:

1. Political Contributions. Any direct or indirect contribution by the Company to any political party, committee, or candidate for public office is strictly forbidden, even if permitted by local regulations. Any political contribution made by any member of Management in his or her personal capacity must be promptly reported to the Board of Directors.

2. Charitable Contributions.

a. The Company endeavors to be a positive contributor to the development of the community and, in its discretion, may sponsor various community development programs and make charitable contributions. The Company may make such charitable contributions as its Chief Executive Officer, Chief Financial Officer, and Board of Directors deem appropriate, consistent with all applicable laws.

b. If a Government Official requests a contribution or sponsorship on behalf of a charitable organization or event, then the following procedures apply:

(1) Any such requests must be made in writing, documenting the requestor, charitable purpose of the organization, fair market value of contribution, and evidence that that the organization is a bona fide and legally recognized charitable organization.

(2) Before making the contribution, the Chief Compliance and Ethics Officer must ensure that adequate due diligence is conducted on the entity and the key personnel to ensure that Company is not exposed to any risk. At the minimum, this process must include a background check on the entity and the key individuals and their relationships with government entities and officials, and Politically Exposed Persons, if any. The process must also attempt

to establish the organization's track record and reputation.

(3) All contributions will be made by the Company and not by Company personnel in his/ her individual capacity.

(4) No contributions will be made in cash; however, in-kind contributions or the volunteering of time by willing Employees are permissible.



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- (5) All contributions will be evidenced by a receipt/acknowledgement that will be documented and maintained on record.
- (6) If the charitable contribution is valued at less than INR10 lakhs, then the prior written approval of the CSR Committee and the Chief Compliance and Ethics Officer is required. If the charitable contribution is valued at INR 10 lakhs or more, then prior written approval from the Board of Directors is also required, with a recommendation from the Chief Compliance and Ethics Officer.

3. Recordkeeping. All documents related to the giving of any political or charitable contribution will be maintained in accordance with Azure Power Group’s Record Retention Policy.

**F. Hiring Government Officials**

1. The Company prohibits the hiring of any current Government Official, or his or her Relative, to improperly influence the official, or in exchange for any improper favor or benefit. The Company may accept an application for employment from and consider an offer of employment to a current Government Official, however, the Government Official’s employment with the Company can commence only after two years from his/her retirement or resignation from Government service, or as otherwise required by the particular Government Official’s “cooling off period” as established by his/her service rules. The purpose of this Policy is to prohibit the simultaneous employment of a Government Official with Azure Power Group while said Government Official remains employed with the Government.

2. The Company prohibits the hiring of any Politically Exposed Person, or his or her Relative, for the purpose of improperly influencing government actions or decisions.

3. The hiring of any former Government Official, Politically Exposed Person, or their Relative, must be reviewed by the Chief Compliance and Ethics Officer, who will make a recommendation to the Chief Human Resources Officer.

4. Hiring includes retaining as a contractor or consultant.

**G. Fines and Penalties**

1. In the event that a Government Entity imposes any fine or penalty on the Company in connection with its operations (*e.g.*, violation of local regulations), then the following procedures apply:

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a. The copy of notice for fines and penalties will be transmitted to the Chief Compliance and Ethics Officer and Chief Financial Officer. The Chief Executive Officer will be informed if any fine or penalty is over INR 50,000.

b. Provided the Company elects to pay the fine or penalty, the Chief Financial Officer will review and document in writing his approval of the payment of the fine or penalty.

c. Once the approval is made, any fine or penalty will be paid solely from funds transferred directly to the Government Entity from the Company's corporate office via wire transfer or cheque, and a receipt or other written acknowledgement of the payment shall be obtained from the Government Entity.

d. Any deviations from these procedures must be approved in advance and in writing by the Chief Compliance and Ethics Officer.

2. Recordkeeping. A copy of the receipt or other written acknowledgement will be sent to the Legal Department and Chief Compliance and Ethics Officer. All documents related to the payment of any fine or penalty will be maintained in accordance with Azure Power Group's Record Retention Policy.

H. Real Estate Transactions with Government Entities


1. The purchase or acquisition of any real estate will be conducted in accordance with Azure Power Group's Land Acquisition Standard Operating Procedure.

I. Vendors and Third-Party Due-Diligence

1. Vendors are prohibited from making, giving, or receiving, directly or indirectly, any Bribes, Kickbacks, Facilitation Payments, or Improper Payments on the Company's behalf. This prohibition also applies to subcontractors hired by Vendors to perform work on the Company's behalf.

2. Any payments made to Vendors, including commissions, compensation, and reimbursements, must be consistent with any contract or purchase order (if any) and customary and reasonable in relation to the products or services provided and accurately documented in the Company's books and records. These payments must not be made in cash.

3. The process for onboarding, monitoring, selecting, and conducting due diligence for third parties will be conducted in accordance with Azure Power Group's standard operating procedure for Third Party Due Diligence.

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J. Books and Records

1. The Company will keep books and records reflecting transactions that are detailed, accurate, and truthful. All Employees must ensure that the Company’s books and records are accurate and must never create, submit, authorize, or otherwise permit false information or entry in the Company’s books and records. See Azure Power Group’s Maintaining Accurate Business Records and Retention Policy for additional requirements.

2. All Company funds must be properly accounted for, and any unofficial or “off-the-books” records or accounts are not permissible

K. Training

1. Joining Employees. All joining Employees will receive Anti-Bribery and Corruption Training.

2. Annual Training. On an annual basis, Employees will be required to complete Anti-Bribery and Corruption Training and certify the same.

3. Training Content and Materials. The Chief of Compliance and Ethics Officer will determine the training content and materials for all Anti-Bribery and Corruption Training. The required training may include in-person or online training, a web-based training, or instructor-led training programs, as determined by the Chief of Compliance and Ethics Officer.

4. Recordkeeping. The Chief of Compliance and Ethics Officer will ensure that all required Anti-Bribery and Corruption Training is completed and a record of such training is created. All documents related to such training will be maintained in accordance with Azure Power Group’s Record Retention Policy.

L. Investigations and Audits

1. The Company will review relevant Company operations to help ensure the Company’s continued compliance with applicable Anti-Bribery laws and this Policy, as and when such reviews are determined necessary by the Chief Compliance and Ethics Officer. In addition, the Company may conduct investigations related to alleged violations of this Policy. It is the duty of all Employees to fully and truthfully cooperate with—and never interfere with or obstruct—such audits or investigations. The failure to cooperate with a review or investigation may result in disciplinary action, up to and including termination of employment.

M. Reporting

1. This Policy requires any Employee who knows, becomes aware of, or suspects any violation of this Policy (including Bribery, Kickbacks, Facilitation

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Payments, Improper Payments, improper gift giving or receipt, or falsification of any Company record) by any Employee, Vendor, or in any other circumstance related to Azure Power Group’s business, to immediately report such information to the Chief Compliance and Ethics Officer or through the Company’s Speak Up Program:

azurepower.integritymatters.in Code: Code: AZUREToll-free: 1-800-102 6969

Email: azurepower@integritymatters.in

By mail: Azure Power  
c/o Integrity Matters Unit 1211  
CENTRUM, Plot No C-3, S.G. Barve Road,  
Wagle Estate, Thane West – 400604, Maharashtra, India

### III. Violation of this Policy

Violation of this Policy may result in disciplinary action, up to and including termination of employment.

Disciplinary action may also include the clawback, forfeiture, or cancelation of variance pay, bonus, and other incentive pay. In addition, Azure Power Group may also require any Employee who violates this Policy to reimburse Azure Power Group for any unauthorized expense or obligation.

Finally, because the offering, payment, authorization, or receipt of a Bribe, Kickback, Facilitation Payment, Improper Payment, or the falsification of any business record may constitute a crime, the Company reserves the right to disclose such facts and information to the appropriate law enforcement agency and to cooperate with such law enforcement agency.

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IV. Definitions

A. “Anything of Value” means cash, cash equivalents (*i.e.*, gift cards and checks) gifts, payments (whether illegal or not), hospitality (travel, meals and entertainment), donations, employment, sponsorships, physical or tangible property (*e.g.*, jewelry, computers, laptops, smartphones), or anything else that could be valuable to a recipient.

B. “Bribe or Bribery” means the offering, giving, authorizing, paying, soliciting, accepting, or obtaining, directly or indirectly, anything of value to any Government Official (whether in India or elsewhere), any Close Business Associate, or any Relative of the foregoing, or in the private sector (commercial bribery) for the purpose of improperly influencing an official act or business decision; obtaining, retaining, or directing business; or securing any improper business advantage. Bribes can take many forms, including without limitation money, meals, entertainment, travel, charitable donations, tuition payments, or offers of employment.

C. “Business Gift” means (a) any modest, customary business courtesies that are reasonable in value and frequency and are transparently given and accepted (*e.g.*, occasional business-related meals or promotional items of nominal value); and (b) anything of modest value given by or on behalf of Azure Power Group or received by a Azure Power Group employee from a current or prospective client, business partner, or third-party to build goodwill or further business relationships, without expecting anything in return, when given or received consistent with this Policy and when properly approved.

D. “Charitable contributions” means any donation, contribution, gift, grant, or in-kind donation to any civic, charitable, or community entity or for a regional religious purpose where the Company’s offices or operations are located at no charge for the purpose of supporting needy individuals or groups, providing an immediate benefit directly to members of the community, or for providing a benefit or better services to the community.

E. “Charitable Organisation” means any entity registered under the laws of its domicile as a non-profit organization or a non-governmental association, including India’s Income Tax Act 1961, Foreign Contribution (Contribution) Regulation Act (1976), the Societies Registration Act (1860).

F. “Close Business Associate” means any person who is a current business partner, co-owner, co-investor, consultant, advisor, or otherwise has a common financial interest or significant personal relationship with a Government Official. This term does not include a relationship created solely by existing government roles.

G. “Employee” means any Company employee (whether permanent, fixed-term or temporary), manager, officer, director, consultant, contractor, trainee, intern, seconded staff, agency staff, agent, or any other person associated with or acting on behalf of the Company, including its subsidiaries.

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H. “Facilitation Payment” means any payment to a government official to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. Facilitation Payments are prohibited by this Policy.

I. “Government Entity” means any government department, agency, ministry, instrumentality or entity, whether local, state, or central, including the administrative, judicial and legislative bodies; any political party or political campaign; any state owned or state controlled department, company, corporation, enterprise, partnership, public institution, or civil association; any public international organisation, including the United Nations, the World Bank, and the International Monetary Fund; and any recognized traditional or tribal council, governing body or authority, or any recognized traditional or royal family.

J. “Government Official” means any employee, officer, director (whether elected or appointed), contractor, consultant, representative, or agent of any Government Entity, and applies to all ranks, regardless of how high (senior) or low (junior).

K. “Improper Payment” means the offering, giving, approving, promising, facilitating, or receiving anything of value, directly or indirectly, to improperly influence an official or business act or to secure any improper advantage, and includes any bribes, kickbacks, and facilitation payments.

L. “Kickback” means offering, giving, requesting, demanding, or receiving anything of value by an Employee, directly or indirectly, from any third-party, including but not limited to, current or potential clients, business partners, vendors, or suppliers, in exchange for past, current, or future favorable business treatment or to otherwise secure an improper business advantage.


M. “Politically Exposed Person” (“PEP”) means a person who is or has been entrusted with a prominent function, including current or former government officials (directors of any state-owned entity or entity indirectly owned by a government body or ministry; minister of state or department (including secretary to ministers); Civil Services Officers (including IAS, IPS, IRS, IFS); high-ranking military officers, senior officials of major foreign political parties, judges and top-level judiciary positions, senior executives or board members of foreign government-owned commercial enterprises, and any known immediate family members or publicly known personal or professional associates of a PEP.

N. “Relative” means an Employee’s spouse or partner and their immediate and extended family, including parents, grandparents, siblings, children, aunts, uncles, nieces, and nephews (and their spouses).

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O. “Sponsored Travel” means travel expenses (airfare, lodging, meals, etc.) paid by the Company to a Government Entity on behalf of a Government Official when such payment is made consistent with this Policy.

P. “Vendor” means a service provider, consultant, distributor, contractor, vendor, supplier, or other third party, whether an individual or an entity, who is employed on a contract basis, or retained to assist the Company in any function of the business that requires or involves interaction with any government entity in any of the countries in which the Company operates. Also known as a “Third Party Intermediary.”

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Anti-Corruption and Bribery Frequently Asked Questions

1. We often interact with government inspectors at our sites. I recently won a gift card. To establish goodwill, can I give the gift card to the government official? Since I won the gift card, it will not cost the company any money, and there will be no record of it in Azure Power’s books.

No. It is strictly prohibited to give anything of value to any government official (especially gifts of cash or cash equivalents, such as gift cards, or gold or other precious metals, such as gems or stones) to improperly influence a government act or decision—and that includes “good will.” Such conduct is a bribe (also known as an improper payment) and is illegal in the laws in every country in which we do business, violates our Code of Conduct and Ethics, and violates our policies (including Anti-Bribery and Corruption and Maintaining Accurate Business Records policies).

Remember, such conduct violates the law and our policy even if the money (or gift card) comes directly from you and not our Company.

Finally, we must always accurately and truthfully record all payments and transactions and in our Company’s books and records and must never attempt to conceal any improper payments in our books and records.

2. What does “anything of value” mean?

It means the offering, giving, promising, receiving, or approving—direct or indirectly—**ANYTHING!**

Our policy defines it to mean “cash, cash equivalents (*i.e.*, gift cards and checks) gifts, payments (whether illegal or not), hospitality (travel, meals and entertainment), donations, employment, sponsorships, physical or tangible property (*e.g.*, jewelry, computers, laptops, smartphones), or anything else that could be valuable to a recipient.

3. A low-ranking junior officer from the Home Department inspected our building and found some minor fire code violations. Because he is low-ranking, can I pay him a small amount of money so he will not cite or fine our Company? I read on the Internet that payments made to low-ranking government employees are acceptable.

No. Our Code and policy strictly prohibit giving anything of value to a government official, regardless of rank.

Our policy defines a government official as: any employee, officer, director (whether elected or appointed), contractor, consultant, representative, or agent of



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any Government Entity, **and applies to all ranks, regardless of how high (senior) or low (junior).**

If you have a question, always consult with the Compliance and Ethics Department first—do not rely on the Internet.

4. A government inspector visited our site during Diwali. Consistent with local custom, we would like to gift a sweets box to him. Can we do that?

Yes, provided what is being given to the government employee is consistent with local cultural expectations and customs during such festivals, is very small (nominal) in value, and is approved in advance by the Chief Compliance and Ethics Officer after providing a description of gift, its fair market value, the identity of the recipient, and the date it will be given.

5. One of our third-parties (a Land Aggregator) stated it can pay money to a local government official to expedite the process. Can we get in trouble if the payment is made by a third-party?

Yes. Our Code of Conduct and Ethics and Anti-Bribery and Corruption policy strictly prohibit the payment of any bribe to any government official **directly or indirectly**. That means that the Company, you, your colleagues, and the third-party can all be held legally and criminally responsible for bribes paid on the Company’s behalf by a third-party.

6. I work in Supply Chain Management. Our Company has had an ongoing relationship with YYZ, Inc., our computer hardware vendor. YYZ, Inc. is hosting its annual cocktail party and has invited numerous company representatives who work in Cyber City, including me. YYZ, Inc. will be providing free food and drinks. Can I attend?

Most likely yes. This cocktail party is a “Business Gift” under the Anti-Bribery and Corruption. Under certain circumstances, Azure Power employees can accept (and give) Business Gifts. Business Gifts can strengthen working relationships and build goodwill with our commercial partners.

But before you can accept this offer, you must obtain the **prior written approval** of the Chief Compliance and Ethics Officer. Consult first.

Remember, you must never accept, give, offer, or approve anything that is intended as a bribe, payoff, kickback, facilitation, payment, or improper payment to obtain or retain business or to secure an improper advantage.

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7. What is a kickback?


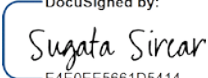
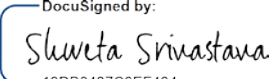
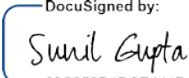
A kickback is an improper payment (again, anything of value) that is requested, demanded, received, or offered—directly or indirectly—by an Azure Power employee from any third-party (*e.g.*, current or potential clients, business partners, vendors, or suppliers, in exchange for past, current, or future favorable business treatment or to otherwise secure an improper business advantage).

8. We are looking for a vendor to provide grass cutting services at one of our sites. A potential vendor said his company was the best and to prove it, offered me twoticket to a cricket game. Can I accept them?

No. This conduct is a kickback and is commercial bribery. Such conduct is illegal and contrary to our Code of Conduct and Ethics and Anti-Bribery and Corruption policy.

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**Revision History:**

Rev No.	Release Date	Description of Changes	Prepared by	Reviewed & Approved By	Released By
00	19-06-2024	New Release	DGM – Compliance & Ethics	<p><b>Sr. VP – COMPLIANCE &amp; ETHICS</b></p> <p>DocuSigned by:    <small>CD72AF582569416</small>  <b>Vijay Kumar Wadhvani</b></p> <p><b>GROUP -CFO</b></p> <p>DocuSigned by:    <small>E4E0EE5661D5414</small>  <b>Sugata Sircar</b></p> <p><b>CHRO</b></p> <p>DocuSigned by:    <small>13DB8437C8EF434</small>  <b>Shweta Srivastava</b></p> <p><b>CHIEF EXECUTIVE OFFICER</b></p> <p>DocuSigned by:    <small>69C258D1DCE441D</small>  <b>Sunil Gupta</b></p> <p>DocuSign Envelope ID: F6DEEA5E-7446-4E85-A6D7  EF1D2D0A1164</p>	<p>ISO Cell</p> 