



CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

JUNIPER GREEN ENERGY LIMITED

(Formerly known as Juniper Green Energy Private Limited)

Registered Office: 1103A & 1103B, 11th Floor, Hemkunt Chamber, 89, Nehru Place New Delhi 110 019, India | CIN: U40100DL2011PLC228318 Website: www.junipergreenenergy.com |Tel +91-124 4739600, |Fax +91-124 4739666;

|Email: cs@junipergreenenergy.com

1. Introduction

The Board of Directors of Juniper Green Energy Limited (“Company”), in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) has devised code of conduct for all members of Board of Directors and Senior Management Personnels (the “Code of Conduct or “Code”) to promote ethical conduct, transparency, accountability, and adherence to applicable laws and policies of the Company.

2. Objectives

The company's objective in establishing this "Code of Conduct" is to promote ethics, honesty, and professionalism within the company. The matters covered in the Code are of utmost importance to the Company, its shareholders, and other stakeholders and are essential so that it can conduct business in accordance with ethical values to which it is strongly committed.

3. Applicability

Pursuant to Regulation 17(5) of the SEBI Listing Regulations, the board of directors of a listed entity is required to lay down a code of conduct for all members of board of directors and senior management of the listed entity. This Code of Conduct enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business. This Code of Conduct applies to the Board of Directors and the Senior Management Personnel of the Company (as defined in SEBI Issue of Capital and Disclosure Requirements, Regulation, 2018). Accordingly, the Board has adopted the Code of Conduct at its meeting held on June 23, 2025.

4. Code of Conduct

- a) It shall be the first and foremost duty of every Director and Senior Management Personnel to uphold the interests of the Company and its stakeholders and to endeavour to fulfill all the fiduciary obligations towards them.
- b) The Directors and Senior Management Personnel shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.
- c) The Directors and Senior Management Personnel shall contribute their expertise and experience in their respective areas of specialization and share relevant insights at the meetings of the Board keeping best interests of the Company and its stakeholders in mind. They are expected to guide the management in the 'right' direction based on their experience and judgement;
- d) The Directors and Senior Management Personnel shall not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company and follow all the guidelines put forth in the policy for prevention of insider trading;
- e) The Independent Directors of the Company shall abide by the duties entrusted to them as laid down in the Companies Act, 2013 and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, as amended from time to time

5. Guidelines for Conduct

- a) The Directors and Senior Management Personnel shall –
 - (i) Act within the authority conferred upon them.
 - (ii) Exercise independent judgement on issues of strategy, performance and policy matters.

- (iii) Dedicate sufficient time and attention to the Company's business to ensure diligent performance of their duties.
 - (iv) seek to acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently.
- b) The Directors and Senior Management Executives shall –
- (i) Endeavour to attend all the meetings of the Board and its Committees of which they are members or invitees.
 - (ii) Read in advance the material distributed for constructive deliberations at the meetings
 - (iii) Actively participate in the discussion and decision making at the meetings.

6. Legal compliance

The Directors and Senior Management Executives shall Comply with the applicable laws, rules and regulations and comply with policies, rules and regulations of the Company, as may be applicable to them. All Directors and Senior Management Personnel shall affirm compliance with the Code on an annual basis.

7. Avoid Conflict of Interest

- a) The Directors and Senior Management Personnel shall –
- (i) Disclose any personal interest (financial or otherwise) in any matter relating to the business of the Company to the Board.
 - (ii) Protect the Company's assets and resources (including information and intellectual property rights) and shall use the same only for the Company's business and not for personal gain / advantage.
 - (iii) Avoid Insider trading and abusive self-dealing and comply with such Regulations / Rules as may be applicable including with the Insider Trading Code framed by the Company.
- b) The Directors and Senior Management Personnel shall not –
- (i) Exploit, for their personal gain, opportunities that are discovered by or through the Company.
 - (ii) Divert to their own advantage any business opportunity that the Company is in pursuit.
 - (iii) engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs;
 - (iv) Use personnel influence to make the Company do business with a company/institution in which his or her relatives (as defined in the Companies Act, 2013) are interested. As a general rule, Directors and senior management personnel shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, disclosure shall be made to the Board and a prior approval shall be obtained..

8. Gifts and Benefits

The Company regards the giving and receiving of gifts, compliments, favours or entertainment as inherently compromising unless they are of reasonable value (i.e. not extravagant) under the circumstances. This means they must have a valid business purpose; are appropriate as to time, place and kind; are infrequent in occurrence; do not influence, or give the appearance of

influencing, the recipient; and are not likely to be viewed as a bribe, kickback or payoff. However, gifts of money shall never be accepted or given.

The Directors and the members of Senior Management Personnel shall not accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, suppliers, shareholders/ stakeholders, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commission of fraud, or opportunity for the commission of any fraud.

9. Confidentiality

- a) Any information concerning the Company's business, its customers, suppliers, etc. shall be considered _____ as _____ confidential.
- b) No Director and Senior Management Personnel shall provide any information concerning the Company or its business or its customers, suppliers etc., either formally or informally, to any person including press or publicity media, unless such information is –
 - (i) in public domain at the time of disclosure; or
 - (ii) authorized or required to be disclosed pursuant to a decision of the Board / Committee thereof; or
 - (iii) required to be disclosed in accordance with applicable laws or requirement of any government authority
- c) The obligation of confidentiality shall continue even after such person ceases to be Director or Senior Management Personnel of the Company

10. Review and Amendments

The Board may amend the provisions of the Code of Conduct from time to time. In case of any conflict between the Code of Conduct and applicable laws, the provisions of law shall prevail. Any regulatory amendments shall be deemed incorporated into this Code of Conduct without requiring additional Board approval.

11. Affirmation

- a) All the Directors and Senior Management Personnel shall affirm compliance with the Code on annual basis within 30 days of close of every financial year ending on 31st March.
- b) The Annual Affirmation (as per format specified hereunder) shall be forwarded to the Company Secretary of the Company within the said period of 30 days

12. Waiver

- a) The Board may, at its absolute discretion, waive compliance with any or all of the provisions of the Code. Any waiver of any provision of this Code of Conduct for a Director and Senior Management Personnel must be approved in writing by the Board.
- b) The Board may investigate, in such manner as it may deem fit, any breach or violation or alleged breach or violation of the Code. The Board may also determine penalty for the same as it may consider appropriate under the circumstances. Such penalty may be in addition to the penalty levied under any law for the time being in force for such breach or violation.

13. Disclosures

The Company shall make necessary disclosures as required under SEBI Listing Regulation, including details of the Code of Conduct.

14. Effective Date

This Code of Conduct takes effect from adoption by the Board and shall remain in force until modified or rescinded.