



DIVIDEND DISTRIBUTION POLICY

JUNIPER GREEN ENERGY LIMITED

(Formerly known as Juniper Green Energy Private Limited)

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1. Preamble

Juniper Green Energy Limited (hereinafter referred to as the “JGEL” or “Company”) has formulated the Dividend Distribution Policy (hereinafter referred to as “Policy”) in pursuance of the Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended currently, and other applicable laws. Pursuantly, it has been made mandatory for the top 1000 listed companies based on the market capitalization (calculated as on March 31 of every financial year) to formulate a dividend distribution policy, which will be disclosed on their website. The SEBI Listing Regulations further stipulate that other listed entities may undertake such compliance on a voluntary basis.

The Board has approved this Policy at its meeting held on June 23, 2025.

The SEBI Listing Regulations shall apply to the Company upon the listing of the Company's securities except for such requirements including provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as may be applicable on a Company, which is in process of filing draft offer documents or offer document. Any amendments to regulatory requirements shall be deemed incorporated into this policy without requiring further action by the Board.

In order to consolidate the procedural requirements under the Companies Act, 2013 (the “Act”) and the SEBI Listing Regulations, the board of directors (“Board”) of Company has laid down this Policy in accordance with the requirements of the Act read with relevant rules prescribed thereunder and the SEBI Listing Regulations.

2. Objective

The objective of this Policy is to establish a structured and transparent framework that will be taken into consideration by the Board of Directors of the Company for declaration of dividend. It aims to strike a balance between rewarding shareholders and retaining profits to support the Company's growth, while maintaining long-term value for all stakeholders.

3. Category of dividends

The Company may, subject to its articles of association, pay dividends in proportion to the amount paid-up on each share. The Board shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company. The Board shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit.

4. Definitions

- a) “**Act**” means the Companies Act, 2013 and rules, amendment(s) or modification(s) or circular(s) or notification(s) or order(s) issued thereunder.
- b) “**Applicable Laws**” shall mean the Act, the SEBI Listing Regulations, together with the circulars issued thereunder; and such other act, rules or regulations which deals with the distribution of dividend.
- c) “**dividend**” has the meaning ascribed to it under Section 2(35) of the Act.
- d) “**Board or Board of Directors**” means Board of Directors of the Company.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and the SEBI Listing Regulation, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

5. The circumstances under which the shareholders may or may not expect dividend

The decision regarding dividend payout seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to balance capital requirements. The Equity shareholders may expect dividend only if the Company has surplus funds and after taking into consideration relevant financial parameters / internal/external factors as enumerated in policy.

The Dividend for any financial year shall be paid out of the Company profits for that year or accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Rules made thereunder.

The shareholders of the Company may not expect dividend under the following circumstances:

- a) Inadequacy of profits or whenever the Company has incurred losses;
- b) Significant expansion project requiring higher allocation of capital or where Company undertakes any acquisitions or joint ventures requiring significant allocation of capital;
- c) Significantly higher working capital requirements adversely affecting free cash flow;
- d) Restrictions under the provisions of the Act or any other applicable law or term loan financing agreements / other facility agreement/ security subscription or other agreements;
- e) Weak industry / business outlook whereby it is prudent in the eyes of the Board to conserve cash than payout dividend; and in case of being prohibited to recommend/declare dividend by any regulatory body.

The declaration and recommendation of dividend shall be guided by a balanced assessment of the Company's financial position, capital requirements, and long-term strategic objectives. While the Company remains committed to delivering value to its shareholders, the Board of Directors may, at its discretion, choose to conserve resources during any financial period, considering proposed, ongoing, or planned business expansions, investment opportunities, macroeconomic conditions, or any other relevant factor deemed material by the Board.

This Policy shall not be construed as an obligation on the part of the Company to recommend or declare dividends in any year, and nothing contained herein shall limit or impair the discretion of the Board in determining the quantum, timing, or manner of such distribution. The Board reserves the right to review and amend this Policy or deviate from it, as it may consider necessary in the best interests of the Company and its stakeholders.

Given the inherent uncertainties and evolving business environment, stakeholders and investors are advised not to place undue reliance on any forward-looking statements contained herein, if any, as actual outcomes may differ materially.

6. The financial parameters that shall be considered while declaring dividend

While considering the declaration or recommendation of dividend, the Board of Directors shall evaluate a holistic set of financial indicators to ensure that the distribution is sustainable, consistent with shareholder expectations, and aligned with the Company's long-term growth objectives. The key financial parameters to be considered, inter alia, shall include:

- (i) Profits earned and available for distribution during the financial year.
- (ii) Operating cash flows and overall liquidity position.
- (iii) Working capital requirements and operational funding needs.
- (iv) Planned capital expenditure and capital investments, including commitments towards ongoing and future projects.
- (v) Leverage position including debt-equity ratio, interest coverage, and debt servicing obligations.
- (vi) Past dividend trends, dividend payout ratios, and return to shareholders.
- (vii) Contingent liabilities, provisions, or foreseeable financial exposures.
- (viii) Compliance with applicable covenants under financing or other contractual arrangements.

- (ix) Fund requirement for contingencies and unforeseen events with financial implications;
- (x) Any other factor as may be deemed appropriate by the Board in the interest of the Company and its stakeholders.

7. Internal and external factors that shall be considered for declaration of dividend

The Board of Directors shall evaluate a range of internal and external factors while considering the declaration or recommendation of dividend. These factors help ensure that the dividend policy remains responsive to the Company's business priorities and evolving market dynamics.

a) Internal Factors:

- Operational performance and business sustainability;
- Projected cash flows and internal accruals;
- Capital expenditure plans and funding strategy;
- Working capital and liquidity position;
- Outstanding financial obligations and funding covenants;
- Investment requirements for current and future business initiatives;
- Stage of the Company's business lifecycle (including expansion or consolidation phases);
- Any other matter the Board may consider relevant in the context of the Company's operations and strategic priorities.

b) External Factors:

- New requirements and changes to the prevailing legal and regulatory framework including tax provisions, SEBI regulations, and the Companies Act, 2013;
- Macroeconomic environment and market conditions;
- Prevailing legal requirements or net worth requirements
- Industry-specific trends, including developments in the power and renewable energy sectors;
- Technological changes which necessitate significant new investments in any of the businesses in which the Company is engaged;
- Government policies and fiscal measures impacting the sector; and
- such other factors as deemed appropriate by the Board

The Board shall exercise its judgment in evaluating the above factors to ensure that any dividend decision supports the Company's long-term financial health, strategic investments, and stakeholder value creation.

8. Mode of Declaration and Forfeiture

- a) The Dividend shall be declared and disclose the dividend on per share basis only.
- b) The Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India, in the manner specified in Schedule I, for the payment of the dividends;
And where it is not possible to use electronic mode of payment, 'payable-at-par' warrants or cheques may be issued. However, where the amount payable as dividend exceeds one thousand and five hundred rupees, the 'payable-at-par' warrants or cheques shall be sent by speed post.
- c) Unclaimed dividends shall not be forfeited before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

9. Utilization of retained earnings

Retained earnings may be utilised for capital expenditure or working capital; Investment in new and/ or existing business(es); general corporate purposes; bonus shares; buy-back of shares and any other permitted usage as per the Act, Listing Regulations or any other applicable law.

10. Parameters that shall be adopted with regard to various classes of shares

The provisions contained in this policy apply to all classes of shares in the Company. It may be noted that currently the Company has only one class of shares, namely, equity shares. The payment of dividend to different classes of shares of the Company shall be based on the respective rights attached to each class of shares as per their terms of issue and in accordance with the Act and other applicable laws.

11. Policy Review and Amendments

The Board shall periodically review this policy and update it as necessary. The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. In case of any conflict between this policy and applicable laws, the provisions of law shall prevail. Any regulatory amendments shall be deemed incorporated into this policy without requiring additional Board approval.

12. Disclosures

The Company shall disclose the Policy on its website and as required under the Act and the SEBI Listing Regulations. Further, if the Board decides to consider any other parameters other than those provided in the Policy or proposes to change such additional parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website.

13. Effective Date

This policy takes effect from the date of its adoption by the Board and shall remain in force until modified or rescinded.