



WHISTLE BLOWER POLICY

JUNIPER GREEN ENERGY LIMITED

(Formerly known as Juniper Green Energy Private Limited)

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1. Preface

Juniper Green Energy Limited (hereinafter referred to as the “JGEL” or “Company”) believes in maintaining high standards of corporate governance and transparency in accordance with applicable laws and regulations. In pursuit of the same, the Company established a mechanism to the employees, directors and other stakeholders to report to the management or the audit committee about unethical behaviour, actual or suspected fraud or violation of the codes of conduct or policy. This mechanism is established to encourage and facilitate the reporting of any illegal, unethical, or improper conduct within the Company.

2. Legal Requirement

Section 177(9) of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates every listed company and other classes of companies, as prescribed thereunder, to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances in such manner as may be prescribed.

In terms of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the hereinafter referred to as the “SEBI Listing Regulations”), as amended requires the listed entity shall formulate a vigil mechanism/ whistle blower policy for directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

In terms of Regulation 4(2)(d) (iv) of SEBI Listing Regulations, all listed entities to devise an effective vigil mechanism/whistle blower policy enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. Further, in terms of Regulation 9A (6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (‘SEBI PIT Regulations’) mandates that every Listed Company should have a whistle blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

The Board of Directors of the Company at its meeting held on June 23, 2025 in compliance with applicable provisions as aforesaid has adopted revised Whistle-Blower Policy/the Vigil Mechanism (the "Policy") and this Policy shall come into force with effect from the date of its adoption.

3. Objectives

The objectives of this Policy are to:

- Provide a secure mechanism for directors, employees and other stakeholders to report any genuine concerns about unethical behaviour, fraud, violation of laws or Company policies or code of conduct using the disclosure channels.
- Ensure that adequate safeguards in place to protect Whistle-blower (defined hereinafter) from any form of victimization, retaliation or discrimination for reporting unethical or improper conduct.
- Promote a culture of integrity, accountability, and good corporate governance

4. Scope

This Policy applies to all employees (permanent, temporary, and contractual), directors, consultants, vendors, and any other stakeholders of the Company. It covers concerns related to:

- a. Financial misconduct or fraudulent activities.
- b. Manipulation of Company data / records, misappropriation of Company’s assets, falsification of records (for example, information relating to employment, expense claims etc.)

- c. Deliberately violation or non-compliance with statutory rules and regulatory requirements.
- d. Corruption, theft, bribery, and conflicts of interest revelation of confidential / proprietary information of the Company to unauthorized persons.
- e. Unnecessary sharing/ Leaking of unpublished price-sensitive information.
- f. Violation of Company policies and codes, including abuse of authority, harassment and discrimination.
- g. Harassment or Discrimination & Workplace Violence
- h. Misuse of social media, Negligence resulting in loss to the Company including monetary, brand image, etc. and specific danger to public property, health and safety.
- i. Any other action or unethical, illegal, or wrongful act that may harm the company, its employees, stakeholders, public safety or environment or reputation.

5. Definitions

- a. **“Audit Committee”** shall mean the committee constituted by the Board of Directors of Company in accordance with the provisions of the Companies Act and/or SEBI Listing Regulations, which has responsibility for supervising the development and implementation of this policy.
- b. **“Directors”** means a director appointed to the Board of the Company.
- c. **“Key Managerial Personnel”** means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act.
- d. **“Protected Disclosure(s)”** shall mean any communication made in good faith by a Whistle-blower regarding actual or suspected violations as covered under the Scope of this Policy.
- e. **“Senior Management Personnel”** or "SMP" has the meaning assigned under Section 178 of the Companies Act and Regulation 16(1)(d) of the SEBI Listing Regulations.
- f. **“Subject”** means a person or group of person against whom or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- g. **“Vigilance Officer”** shall mean a person as authorised by the Audit Committee to receive a Protected Disclosure and to maintain the records from Whistle-blower and to place same before the Audit Committee for its disposal and informing the Whistle-blower the result thereof.
- h. **“Whistle-blower(s)”** shall mean employees, directors, consultants, vendors, suppliers, customers, or stakeholders with a legitimate association with the Company who make Protected Disclosure and may also be referred to as “Complainant”.

6. Process for Making a Protected Disclosure

a. Submission of Protected Disclosure

- (i) Protected Disclosures should be reported in writing via email or physical letter, not later than 30 days after the Whistle-blower become aware of the same, to the Vigilance Officer.
- (ii) Protected Disclosure must provide specific details and supporting evidence, as available.
- (iii) To enable further investigation of reportable matters, Whistle-blowers are encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. However, anonymous Protected Disclosures, though discouraged, may also be made.

Provided that trivial, frivolous and malicious complaints or personal grievance (such as increment, promotion, appraisal etc.) or complaints based on hearsay, or a rumour will not be entertained.

- (iv) The Protected Disclosure signed by the Complainant should be submitted in a closed and secured envelope and should be superscribed as or sent through email with the subject **“Protected Disclosure under the Whistle-Blower Policy”**. If the Protected Disclosure is not superscribed and closed as mentioned above, the Protected Disclosure will be dealt with as if it is a normal disclosure.
- (v) Protected Disclosures are to be made to the Vigilance Officer as under :
by email to whistle-blower@junipergreenenergy.com; or
by telephone to the Whistle-blower Hotline – 0124- 4739608; or

by letter addressed to the Vigilance Officer and delivered to 4th Floor, Building 4, Candor TechSpace, Sector 48, Gurugram – 122001, Haryana.

Moreover, in exceptional cases, Whistle-blowers have a right to make Protected Disclosures directly to the Chairman of the Audit Committee as follows:

by email to chairperson-ac@junipergreenenergy.com; or

by letter addressed to Chairman Audit Committee and delivered to 4th Floor, Building 4, Candor TechSpace, Sector 48, Gurugram – 122001, Haryana.

- (vi) In order to protect the identity of the Whistle-blower, the Vigilance Officer or Chairman of the Audit Committee, as the case, will not issue any acknowledgement to the Whistle-blower and Whistle-blower is advised not to write his/ her name/ address on the envelope nor enter into any further correspondences. Appropriate care must be taken to keep the identity of the Whistle-blower confidential to the extent possible given the legitimate needs of law / regulation and the investigation process.

b. Register of Protected Disclosure

The Vigilance Officer shall keep a register for the registration of the Protected Disclosures received from the Whistle-blowers, with each Protected Disclosure serially numbered and the action taken/recorded in each case.

c. Escalation Mechanism

- i. Protected Disclosure against the Vigilance Officer, the Directors, Key Managerial Personnels or Senior Management Personnels, should be addressed directly to the Chairman of the Audit Committee.
- ii. Protected Disclosure against the Chairperson of the Audit Committee should be addressed to the Board of Directors.
- iii. If the Whistle-blower is dissatisfied with the investigation or resolution provided by the Vigilance Officer, they may escalate the matter to the Chairman of the Audit Committee.

d. Investigation & Resolution

- i. The complaint will be reviewed and investigations will be conducted in a fair, unbiased, and timely manner but not later than 90 days of receipt of the Protected Disclosure. The Audit Committee may at its discretion extend this time period.
- ii. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other officer of the Company at the advice of the Audit Committee or through an outside agency before presenting report of the matter to the Audit Committee.
- iii. The Vigilance Officer if deems fit, may call for further information or particulars from the Whistle-blower.
- iv. If an investigation confirms misconduct, the Audit Committee will recommend disciplinary or corrective action to the Board of Directors. The company may reward the Whistle-blower based on the complaint 's merits.
- v. The investigation is closed after necessary actions are taken, and its status is reported to the Audit Committee.
- vi. A Whistle-blower should not act on his/ her own in conducting any investigative activities, nor he/ she has a right to participate in any investigative activity other than as requested by the Vigilance Officer or Chairman of the Audit Committee.

7. Protection Against Victimization

The Policy mandates protection against victimization of employees, directors, or any other person availing this mechanism. It includes:

- The identity of the Complainant is protected unless disclosure is legally required.

- Any form of retaliation, discrimination, or adverse employment action against Whistle-blower is strictly prohibited.
- Any reported victimization shall be promptly addressed through remedial action, including anonymous reporting options, non-retaliation guarantees, and oversight mechanisms to prevent adverse consequences.
- The assigned investigator shall conduct a fair, transparent, and unbiased inquiry, ensuring impartiality throughout the process.
- Whistle-blowers may escalate concerns directly to the Chairman of the Audit Committee in appropriate or exceptional cases.

8. Action against false, malicious complaint

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle-blower knowing it to be false or bogus or with a malicious intention. Action shall be determined by the Audit Committee based upon the findings and recommendations of the investigator.

9. Role of Audit Committee

The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of the Vigilance Officer. The Audit Committee shall receive reports from the Vigilance Officer concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Audit Committee. In case of repeated frivolous complaints being filed by Whistle-blowers, the Audit Committee may take suitable action against the concerned director or employee including reprimand..

After considering the investigation report, if the Audit Committee finds the Subject guilty, then they shall order for necessary disciplinary or corrective action against the delinquent. Where the Protected Disclosure is of exceptional nature, then the Audit Committee may before recommending any disciplinary or corrective action, consult the Board of Director. An annual report with the number of complaints received under this Policy and their outcome shall be placed before the Audit Committee and the Board.

The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall recommend amendments to Board.

10. Conflict of interest

Where a Protected Disclosure concerns Vigilance Officer or any member of the Audit Committee, that Vigilance Officer or member of the Audit Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether Vigilance Officer or member of the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

11. Retention of Documents

All Protected disclosures in writing or documented along with the results of the Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

12. Disclosures

This Policy shall be made available on the Company's website and disclosed in the manner required under the Companies Act, SEBI Listing Regulations and other applicable laws.

13. Policy Review and Amendments

The Board shall upon recommendation of Audit Committee amend the Policy, if necessary. In case of any conflict between the Policy and applicable laws, the provisions of law shall prevail. Any regulatory amendments shall be deemed to be incorporated into this policy without requiring additional Board approval.

14. Effective Date

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