JUNIPER Green Energy

Notice is hereby given that the (EGM4/2025) Extra Ordinary General Meeting of the members of **Juniper Green Energy Limited** (the "**Company**") will be held on Tuesday, August 19, 2025 at 11:00 am (IST) at the 4th Floor, Building 4, Candor TechSpace, Sector 48, Gurugram – 122001, Haryana at shorter notice through video conferencing ("VC") / other audio-visual means ("OAVM") to transact the following special business:

1. **To consider and provide approval for granting an option to convert the outstanding loan facility into equity shares**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 including the rules and regulations issued thereunder (as amended from time to time) and in accordance with the Memorandum of Association and the Articles of Association of the Company and applicable regulations, guidelines and/or rules issued by the Reserve Bank of India and/or any appropriate statutory, governmental and other authorities and departments from time to time in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow a sum not exceeding Rs. 678.44 Crore (Rupees Six Hundred Seventy-Eight Crore and Forty-Four Lakh only) ("**Facility**") from Indian Renewable Energy Development Agency Limited (the "Lender" which expression shall, unless it be repugnant to the subject or context thereof, include all successors, transferees, novatees and assigns of the Lender from time to time) inter-alia for 150 MW solar wind hybrid power project to be set up in multiple locations in the state of Gujarat, ("**Project**"), on the terms and conditions contained in the sanction letter bearing reference number TS-12/2/2025-IREDA dated July 14, 2025 (as amended and/or supplemented from time to time), the facility agreement and any other financing documents for the Facility (including in relation to the assignment or novation or down-selling of the Facility by the Lender to any Person) ("Financing Documents"), inter-alia by giving an option to the Lender, subject to the restriction as applicable in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, upon occurrence of an event of default as per the Financing Documents, at its sole discretion, to convert either whole or part of the Facility and interest due thereon and any other outstanding secured obligation, out of the Facility (the "Loans") into fully paid up and voting equity shares of the Company at the valuation to be carried out at the time of such conversion, in conformity with the applicable laws at the time of such conversion in terms of the extant RBI guidelines, the Companies Act, 2013 and any other law as applicable on the date of conversion and in the manner specified in the written notice provided by the Lender to the Company of their intention to convert such Loans and that the conversion right reserved as aforesaid may be exercised by the Lender on one or more occasions according to the provisions of the Financing Documents and/or in accordance with the applicable laws.

RESOLVED FURTHER THAT on receipt of the notice of conversion from the Lender, the Company shall, subject to the provisions of the Financing Documents, take all steps necessary to get the equity shares, issued to the Lender as a result of such conversion and issue and allot the requisite number of fully paid-up and voting equity shares to the Lender on the date of conversion and the Lender shall accept the same in satisfaction of the part of the Loans so converted.

RESOLVED FURTHER THAT the fully paid up and voting equity shares so issued and allotted to the Lender pursuant to their exercising the right of conversion shall carry from the date of conversion the right to receive the proportionate dividends, if any, and other distributions to be declared, if any, in respect of the equity share capital of the Company and shall rank pari passu in all respects with other

Juniper Green Energy Limited Company Secretary

JUNIPER Green Energy

equity shares of the Company, provided further that the Company shall take all such actions as may be necessary including convening a shareholder's meeting to increase, if required, the authorized capital of the Company to issue and allot the Equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to take necessary steps to complete the compliance in this regard and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or required to allot the aforesaid fully paid up and voting equity shares and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For **Juniper Green Energy Limited**

Juniper Green Energy Limited
Company Secretary

Prashant Pandia
Company Secretary
M. No: F12077

Date: August 14, 2025
Place: Gurugram

NOTES:

1. EGM of the Company is being conducted through VC/OAVM in compliance with the General Circular 09/2024 dated September 19, 2024 read with General Circular No. 9/2023 dated September 25, 2023, General Circular Nos. 14/2020, 17/2020 and the relevant circulars issued by Ministry of Corporate Affairs (collectively referred to as "**Circulars**"), which details the procedure and manner of holding Extra Ordinary General Meeting through VC/OAVM without the physical presence of the Members at a common venue. The deemed venue for EGM shall be the 4th floor of the Corporate Office of the Company i.e. 4th Floor, Building 4, Candor TechSpace, Sector 48, Gurugram – 122001, Haryana. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.

2. Since this EGM is being held through VC/OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM. Hence, the proxy form, and attendance slip are not annexed to this notice.

3. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall be closed after expiry of 15 minutes after such scheduled time or when all members of the Company and other attendees and other person as required to attend this meeting present, whichever is earlier. The facility of participation at the EGM through VC/OAVM will be made available for all members, Promoters, Directors, Key Managerial Personnel, the Chairpersons or other authorised members of the Committees, Auditors etc.

4. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at cs@junipergreenenergy.com. Members may raise questions during the meeting as well.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. The Notice calling the EGM has been uploaded on the website of the Company at https://www.junipergreenenergy.com/investors/notice-of-shareholders-meeting/.

7. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Explanatory Statement") relating to the item to be transacted at the Meeting is annexed hereto.

8. Corporate Member intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution duly authorizing representative to attend and vote at the Meeting on its behalf.

9. In accordance with, the Circulars, the Notice of EGM is being sent only in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s). As physical copy of the EGM Notice will not be sent.

10. Unless a poll is demanded the resolution stated in this notice shall be passed by show of hands. In case poll is demanded in accordance with section 109 of Companies Act, 2013, members shall send their vote at cs@junipergreenenergy.com.

11. This meeting is being called at a shorter notice than the statutory requirements. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting other than AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by members majority in number entitled to vote and who represent at least ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting.

12. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, will be available for inspection though electronic mode on all working days (except Saturday) between 11:00 a.m. and 1:00 p.m. (IST) from the date of circulation of this Notice up to the date of EGM and during the EGM. Members who wish to inspect, may send their request through an email at cs@junipergreenenergy.com up to the date of EGM.

13. Instructions for all the shareholders and others eligible attendees for attending the EGM of the Company through VC/OAVM and Voting during the meeting is provided in Annexure 1.

Juniper Green Energy Limited
Company Secretary

Registered office: 1103A & 1103B, 11th Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi- 110019 CIN: U40100DL2011PLC228318
Corporate office: 3rd and 4th Floor, Building 4, Candor TechSpace, Sector 48, Gurugram – 122001, Haryana Tel +91-124 4739600, Fax +91-124 4739666; Email: cs@junipergreenenergy.com

JUNIPER
Green Energy

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no 1: To consider and provide approval for granting an option to convert the outstanding loan facility into equity shares

The Company had approached Indian Renewable Energy Development Agency Limited, having its registered office at 1st Floor, Core 4 A, East Court, India Habitat Centre, Lodhi Road, New Delhi- 110003 ("Lender/IREDA") for availing financial assistance by way of a rupee term loan facility for an aggregate principal amount not exceeding Rs. 678.44 Crore (Rupees Six Hundred Seventy-Eight Crore and Forty-Four Lakh only) ("Facility") for 150 MW solar wind hybrid power project to be set up in multiple locations, in the state of Gujarat("Project"), on the terms and conditions contained in the sanction letter bearing reference number TS-12/2/2025-IREDA dated July 14, 2025 (as amended and/or supplemented from time to time).

The Sanction Letter stipulates that in case of occurrence of an event of default, IREDA will have a right to convert whole or part of the Facility (including interest amount) into fully paid-up equity shares of the Company. However, such right shall be subject to the restriction as applicable in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The Board requires approval of the Shareholders by way of a special resolution pursuant to the provisions of section 62(3) of the Companies Act, 2013 to convert whole or part of the Facility (including interest amount), into fully paid-up equity shares of the Company in the case of occurrence of an event of default.

The Board recommends the resolution as set out at Item No. 1 for approval of the members of the Company as a special resolution.

None of the Directors, key managerial personnel and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution at Item No. 1 except to the extent of their directorship in the Company.

For **Juniper Green Energy Limited**

Juniper Green Energy Limited
Company Secretary

Prashant Pandia
Company Secretary
M. No: F12077
Date: August 14, 2025
Place: Gurugram

Annexure- 1

Instructions for all the shareholders and others eligible attendees for attending the EGM of the Company through VC/OAVM and Voting during the meeting.

1. Facility for joining EGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

2. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome or any other internet browser.

3. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

4. Members will be able to attend the EGM through VC/OAVM provided by the Company. The link for joining the meeting will be shared separately.

5. **Join by link**

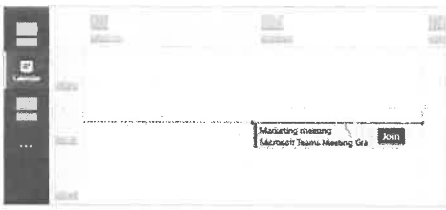
   Where a link has been provided, all you need to join Team meeting by the link. Sample image is as below:

   Select **Join Microsoft Teams Meeting** in your meeting invite to be taken to a page where you can choose to either join on the web or download the desktop app. If you already have the Teams app, the meeting will open there automatically.

   If you don't have a Teams account and the organizer has allowed it, you may have the option to enter your name to join the meeting as a guest. If you do have a Teams account, select **Sign in** to join with access to the meeting chat and more. Then, depending on the organizer's settings, you may join the meeting right away or go to the lobby where people in the meeting can admit you.

6. **Join from calendar**

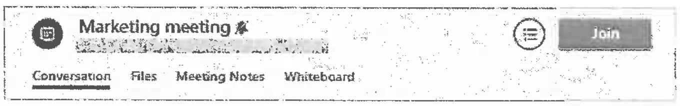
   Select **Calendar** on the left side of the app to see your meetings. Find the meeting you want, and then select **Join.**



   Or, if someone starts the meeting, you'll get a notification you can use to join.

7. **Join from chat**

   If the meeting has already begun, it appears in your recent chat list. Select the meeting in your chat list and then select **Join** at the top of the chat. Sample image is as below:



   Note: Shareholders and other attendees who need assistance with using the technology before or during the meeting may contact at +91-124-4739608.

<u>Specimen format of shareholder's consent for holding the extraordinary general meeting of the company at shorter notice</u>

Consent of shareholder for shorter notice
(pursuant to section 101(1) of the Companies Act, 2013)

To,
JUNIPER GREEN ENERGY LIMITED
1103A & 1103B, 11th Floor,
Hemkunt Chamber, 89,
Nehru Place, Delhi- 110019
India

Dear Sir/Madam,

I/We, **Mr./Mrs./Ms.** ____ **/ a company incorporated under the laws of** ______________________, son/daughter/wife of _________, ***residing at / having registered office at*** ____ ______________________________, ***holding*** __________________ equity shares of ₹10/- (Indian Rupees Ten only) each in **Juniper Green Energy Limited**, registered in my/our name, hereby give my/our consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting of **Juniper Green Energy Limited** through Video Conferencing / Other Audio-Visual Means on __________________________ at ________________ (IST), at 4th Floor, Building 4, Candor TechSpace, Sector 48, Gurugram – 122001, Haryana, at shorter notice.

Yours truly,

Signature: ____________________________
Name: _______________________________
Folio No./DP ID & Client ID: ____________________________
Date: ________________________________
Place: _______________________________