

JHL/SJ/2025/52

August 28, 2025

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	BSE Limited, Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
Symbol: JUNIPER	Scrip Code: 544129

Subject: Notice of 39th Annual General Meeting**Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 39th Annual General Meeting (“**AGM**”) of Juniper Hotels Limited (the “**Company**”) scheduled to be held on Friday, September 19, 2025, at 11.30 a.m. (IST) through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”).

Details of Evoting Information:

Particulars	Prior to AGM	During AGM
Commencement of Remote e-voting	From 09:00 a.m. (IST) on Tuesday, September 16, 2025	From 11:30 A.M. (IST) on Friday, September 19, 2025
End of Remote e-voting	up-to 05:00 P.M. (IST) on Thursday, September 18, 2025	Friday, September 19, 2025 (Till 15 minutes after conclusion of AGM)

The annual report containing the notice of AGM is also available on Company’s website, at www.juniperhotels.com.

This is for your information, record and appropriate dissemination.

Thanking You,

For Juniper Hotels Limited**Sandeep L. Joshi**
Company Secretary and Compliance Officer

Encl: a/a

NOTICE

Notice is hereby given that the Thirty-Ninth (39th) Annual General Meeting ("AGM") of the members of Juniper Hotels Limited ("JHL" or "The Company") will be held on **Friday, September 19, 2025, at 11.30 A.M.** (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon;

2. To appoint a director in place of Mrs. Namita Saraf (DIN: 00468895), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of M/s. N. Kothari & Associates, Practicing Company Secretaries as Secretarial Auditors and fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to appoint M/s N. Kothari & Associates, Practicing Company Secretaries (Membership Number: F10365, CP No. 13507), as the Secretarial Auditor of the Company for the first term of 5 (five) consecutive years from April 1, 2025 to March 31, 2030 ("the Term"), on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby jointly and severally authorized to file the necessary e-forms with Registrar of Companies ("ROC") and to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution."

4. Re-appointment of Mr. Rajiv Kaul (DIN: 06651255) as an Independent Director of the Company.

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

"RESOLVED THAT in accordance with the memorandum of association and articles of association of the Company and pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") [including any statutory modifications or re-enactment thereof for the time being in force], Mr. Rajiv Kaul (DIN: 06651255), Independent Director of the Company, whose present term of office as an Independent Director expires on September 19, 2025 has given his consent for the reappointment and who has submitted his declaration that he meets the criteria for independence as provided under the Companies Act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, consent of shareholders be and is hereby accorded on the recommendation of the Nomination and Remuneration Committee and Board for re-appointment as an Independent Director of the Company to hold office for second term of four (4) years commencing from September 20, 2025, to September 19, 2029, whose period of office will not be liable to determination by retirement of directors by rotation.

5. Approval of Loans, Guarantees, and Securities in Related Companies under Section 185 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall

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include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act, of an aggregate amount not exceeding ₹ 150 Crores (Rupees One Hundred Fifty Crores only).

Registered Office:

Off western express highway
Santacruz (East) – Mumbai
Maharashtra – 400055
CIN: L55101MH1985PLC152863
Email– complianceofficer@juniperhotels.com

Date: August 12, 2025

Place: Mumbai

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to determine and invest, from time to time, such amounts as it deems appropriate in any financial year, either directly or indirectly, in one or more related companies where a director has an interest, subject to compliance with the conditions specified in Section 185(2) and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution."

By Order of the Board

For Juniper Hotels Limited

Sd/-

Sandeep Joshi

Company Secretary & Compliance Officer

Notes:

1. Ministry of Corporate Affairs vide has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") has allowed conducting AGM through VC or OAVM without the physical presence of Members at a common venue till September 30, 2025. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the 39th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in this AGM through VC/OAVM only i.e. by casting their votes electronically instead of submitting postal ballot forms. The communication of the assent or dissent of the members would only take place through the e-voting system.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI (LODR) Regulations and Secretarial Standard-2, for Item no. 3, 4 and 5 is also annexed herewith and the same should be considered as part of this Notice. Further, additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM are also annexed.
3. Pursuant to provision of the act, a member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote instead of himself / herself and such Proxy need not be a Member of the Company. Since this AGM is being conducted through VC/OAVM pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Master Circular ("SEBI Circulars"), physical attendance of Members at a common venue is dispensed with and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Accordingly, the facility for appointment of Proxy by the Members is not available and hence, the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
4. Institutional shareholders/corporate shareholders are required to send a scanned copy of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by e-mail on its registered e-mail address to complianceofficer@juniperhotels.com with a copy marked to evoting@nsdl.com. Institutional shareholders can also upload their Board Resolution/Power of Attorney/ Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
5. This Notice of Annual General Meeting is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on August 22, 2025. A person who is not a member as on the benpos date should treat this Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form.
6. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on September 12, 2025 ("cut-off date").
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The remote e-voting period commences at 09:00 a.m. (IST) on September 16, 2025 and will end at 05:00 p.m. (IST) on September 18, 2025 and the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. During this period, Members of the Company holding shares, as on the cut-off date i.e., September 12, 2025, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be

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- made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.
10. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 13, 2025, to Friday, September 19, 2025 (both days inclusive).
 11. The Company's Registrar and Transfer Agent for its Share Registry Work is Kin Technologies Limited having its office premises at Selenium, Tower-B Plot No – 31 & 32, Financial District Nicaragua, Serilingampally Hyderabad, Ranga Reddi 500 032 Telangana, India.
 12. As the Annual General Meeting of the Company is scheduled to be held through Video Conferencing/OAVM, we therefore request the members to submit questions if any at least 10 days in advance but not later than September 12, 2025 relating to the business specified in this Notice of AGM on the Email ID - complianceofficer@juniperhotels.com. Further, Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to complianceofficer@juniperhotels.com between September 10, 2025 (9:00 A.M. IST) to September 12, 2025 (5:00 P.M. IST). Only those Members who have preregistered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 13. Member desirous of getting any information, on the accounts and operations of the Company, may please forward their queries to the Company on the email id complianceofficer@juniperhotels.com at least seven days prior to the AGM so as to enable the Company to provide appropriate response thereto at the AGM.
 14. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company or its RTA.
 15. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.
 16. The Board of Directors have appointed Ms. Nikita Kothari, Practicing Company Secretary (Membership Number: F10365, CP No. 13507) as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
 17. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website www.juniperhotels.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
 18. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.juniperhotels.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL www.evoting.nsdl.com.
 19. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
 20. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. September 18, 2025. Members may send their requests to complianceofficer@juniperhotels.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
 21. **INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM**
To vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1: Access to NSDL e-voting system





Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system..

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nkothari18@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to complianceofficer@juniperhotels.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to complianceofficer@juniperhotels.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants 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.

Notice

(Continued)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "Act"), the following statement sets out all the material facts relating to the business mentioned in the accompanying Notice and should be considered as part of the Notice.

Item No. 3

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 28, 2025 have approved subject to approval of Members, appointment of M/s. N Kothari & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Membership Number: F10365, CP No. 13507) as Secretarial Auditors for a term of 5 (Five) consecutive years from April 1, 2025 till March 31, 2030.

M/s. N Kothari & Associates (Membership Number: F10365, CP No. 13507), a Secretarial Audit Firm, is a reputed firm of Company Secretaries having 11 years of work experience. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc. Over the years, M/s. N Kothari & Associates has built a diverse client base. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. N Kothari & Associates., has been the Secretarial Auditors of the Company from FY23 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

M/s. N Kothari & Associates., have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No 3.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 3 of the accompanying Notice for approval of Members.

Item No. 4

Mr. Rajiv Kaul (DIN: 06651255) is currently an Independent Director of the Company. He was appointed by the members at their Extra-Ordinary General Meeting held on September 21, 2023, for a period of two (2) consecutive years commencing from September 20, 2023, and is eligible for re-appointment for a second term on the Board of the Company. In terms of Regulation 17(1C) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of Members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

In this regard, the Company has received from Mr. Rajiv Kaul, following declarations:

- A. Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules');
- B. Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- C. Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations;
- D. Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and
- F. Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further, Rajiv Kaul has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Rajiv Kaul has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Rajiv Kaul has completed the master's in business administration in hospitality management program (IMHI) from ESSEC Business School, France.

The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past year and on recommendation of the Nomination and Remuneration Committee, the Board subject to approval of the Members, approved the re-appointment of Mr. Rajiv Kaul as Non-Executive Independent Director for four (4) years starting from September 20, 2025, to September 19, 2029.

The copy of draft letter of appointment setting out the terms and conditions of his appointment is available electronically for inspection by the Members.

Considering the above, the Board recommends his re-appointment as Director by way of Special Resolution as set out in Item no 4 of this Notice.

The details of Mr. Rajiv Kaul as required under Secretarial Standard – 2 and Regulation 36 of the SEBI Listing Regulations, as applicable, are provided in 'Annexure 1' to the Notice.

None of the Directors or Key Managerial personnel (KMP) of the Company or their relatives except Mr. Rajiv Kaul is concerned or interested financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The Board of Directors of the Company proposes to seek shareholders' approval under Section 185 of the Companies Act, 2013, ("the Act") to authorize the Company to provide loans, give guarantees, and offer securities to related companies in which a director of the Company may have an interest.

As per the provisions of Section 185 of the Companies Act, 2013, a company is restricted from advancing any loan, giving any guarantee, or providing any security in connection with any loan taken by a director or any entity in which the director has an interest, except with the approval of the shareholders by way of a special resolution.

To facilitate business operations and financial flexibility, the Company may be required to extend financial assistance in the form of loans, guarantees, or securities to related companies in the ordinary course of business. Accordingly, the Board of Directors seeks blanket approval from the shareholders to provide such financial assistance as decided by the Board of Director in any financial year.

None of the Directors, Key Managerial Personnel, or their relatives, except to the extent of their shareholding and directorship in the related companies, are in any way concerned or interested in the proposed resolution.

The Board believes that this resolution is in the best interest of the Company and recommends passing the item no. 5 as special resolution as set out in the notice.

For Juniper Hotels Limited

**Sd/-
Sandeep Joshi
Company Secretary & Compliance Officer**

Date: August 12, 2025

Place: Mumbai

Notice

(Continued)

Annexure I

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting [pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mrs. Namita Saraf	Mr. Rajiv Kaul
Director Identification Number (DIN)	00468895	06651255
Date of Birth	05/01/1964	26/11/1957
Qualification	Mrs. Namita Saraf has completed her higher secondary examination from West Bengal Council of Higher Secondary Education.	Mr. Rajiv Kaul has completed the master's in business administration in hospitality management program (IMHI) from ESSEC Business School, France.
Terms and conditions of appointment / re-appointment	Non - Executive Director	Proposed appointment for a term of four (4) years with effect from September 20, 2025, to September 19, 2029 (both days inclusive) as an Independent Director.
Profile, Experience and Expertise in specific functional areas	Mrs. Namita Saraf is a Non-Executive Director of our Company. She currently serves as the head of the Saraf Foundation for Himalayan Tradition and Culture, Kathmandu, Nepal.	Mr. Rajiv Kaul is an Independent Director of our Company. He was previously associated with HLV Limited in various positions such as brand advisor (Leela Hotels), president and senior vice president (Leela Hotels Palaces and Resorts).
Details of remuneration sought to be paid	Not Applicable	He will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act.
Details of remuneration last drawn (FY 2024-25)	Not Applicable	Not Applicable
Date of first appointment on Board	08/09/2023	20/09/2023
Shareholding in the Company	NIL	NIL
Relationship with other Directors and Key Managerial Personnel ("KMPs")	Spouse of Mr. Arun Kumar Saraf, Chairman and Managing Director of the Company and Mother of Mr. Varun Saraf, Chief Executive Officer of the Company.	Not Applicable
The number of meetings of the Board attended during the financial year 2024-25	6	7
Listed entities from which the Director has resigned from directorship in last 3 (three) years	NIL	NIL
Other Directorships (excluding Juniper Hotels Limited)	<ul style="list-style-type: none"> • Chartered Hotels Private Limited, • Kanzan Investments Private Limited, • Jenipro Hotels Private Limited, • Juniper Investments Limited, • Samra Importex Private Limited 	<ul style="list-style-type: none"> • Chartered Hotels Private Limited

Name of the Director	Mrs. Namita Saraf	Mr. Rajiv Kaul
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Refer Item No. 4 of the Notice and Explanatory Statement.
Membership / Chairmanship of other Board Committees (excluding Juniper Hotels Limited)	NIL	NIL

For Juniper Hotels Limited

Sd/-

Sandeep Joshi**Company Secretary & Compliance Officer**

Date: August 12, 2025

Place: Mumbai