

NOTICE OF 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the 11th Annual General Meeting of the members of Venus Pipes & Tubes Limited (Formerly Known as Venus Pipes & Tubes Private Limited) will be held on Thursday, 25th September, 2025 at 04.00 P. M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS:

To consider, and if thought fit, to pass, the following resolution numbers 1, 2 and 3 as an **ordinary resolution(s)**.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, along with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Arun Axaykumar Kothari (DIN 00926613) who retires by rotation and being eligible, offers himself for re-appointment as a director.
3. To confirm the payment of Interim Dividend (0.50 paisa/- per equity share i.e. 5%) on Equity Shares and to declare the final dividend (0.50/- per equity share i.e. 5%) on the Equity Shares of the **Company** for the financial year ended 31st March, 2025.

SPECIAL BUSINESS:

4. Re-appointment of Statutory Auditors.

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

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the audit committee and the Board of director, M/s. Maheshwari & Co., Chartered Accountants (Firm registration number: 105834W), be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of ensuing 11th AGM till the conclusion of the 15th AGM to be held in the year 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT Mr. Arun Axaykumar Kothari, Managing Director & Chairman, Mr. Megharam Sagramji Choudhary, Whole-Time Director,

Mr. Dhruv Mahendrakumar Patel, Whole-Time Director, Mr. Jayantiram Motiram Choudhary, Whole-Time Director and Mr. Pavan Kumar Jain, Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

5. To appoint M/s. Nikhil Dhanotiya & Associates, Secretaries as Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation Audit Committee and the Board of Directors of the Company, M/s. Nikhil Dhanotiya & Associates, Peer Reviewed firm of Company Secretaries (ICSI Membership No. A62578 and COP No. 23498) be and is hereby appointed as the Secretarial Auditors of the Company for a period of five consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT Mr. Arun Axaykumar Kothari, Managing Director & Chairman, Mr. Megharam Sagramji Choudhary, Whole-Time Director, Mr. Dhruv Mahendrakumar Patel, Whole-Time Director, Mr. Jayantiram Motiram Choudhary, Whole-Time Director and Mr. Pavan Kumar Jain, Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

6. To ratify the remuneration of the Cost Auditors for the financial year 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. K V M & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of ₹ 75,000/- (Rupees Seventy five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

7. To Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Board of Directors of the Company ('hereinafter referred to as the 'Board') be and is hereby accorded to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/ bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed by the

Board does not exceed a sum of ₹ 750 cr. (Rupees Seven Hundred Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.

8. To Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Board of Directors be and is hereby accorded to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immoveable and moveable properties of the Company wherever situated, present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/ other instruments to secure rupee/foreign currency loans and/ or the issue of debentures/bonds whether partly/fully convertible or non-convertible (herein collectively referred to as "Loans") provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not at any time exceed ₹ 750 cr. (Rupees Seven Hundred Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.

9. Approval for Alteration in the Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, read with Rule 23 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the said Act (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies (RoC), Ministry of Corporate Affairs (MCA), and such other regulatory or statutory authorities as may be applicable, the approval of the Members be and is hereby granted for amending the Object Clause of the Memorandum of Association of the Company by inserting Clause no. III (A) as follows:

"To carry on the business of manufacturing, importing, exporting, buying, selling, recycling, distributing, and dealing in all kinds and categories of fittings and accessories including but not limited to elbows, tees, reducers, flanges, caps, couplings, unions, valves, gaskets, and all other ferrous and non-ferrous fittings used in industrial pipelines, chemical, process industries, gas, oil, plumbing, water supply and others, to design, fabricate, and assemble fittings and related products for use in infrastructure, industrial, construction, and utility sectors, and to offer custom solutions as per industry standards or client specifications, metal fabrication, machining, welding, and treatment processes for the enhancement of fittings and related products, including galvanising, coating, bending, threading, dealing in all kinds of industrial scrap and waste, metal scrap and to engage in the business of warehousing, stocking,

and distributing fittings and allied components, and to act as agents, distributors, traders, commission agents, franchisees, or representatives for domestic and international manufacturers, to enter into joint ventures, technical collaborations, and licensing arrangements for the development, marketing, and sale of fittings and related products, to provide technical consultancy, installation support, quality assurance services, and maintenance related to fittings, connections, and integrated pipeline systems, to acquire, establish, or lease factories, warehouses, godowns, offices, and showrooms for carrying out the business operations effectively and to carry on the business of generation, transmission, distribution, trading, and sale of electrical power using conventional and non-conventional energy sources, including but not limited to thermal, hydro, solar, wind, biomass, and other renewable energy technologies."

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD OF DIRECTORS,
For, Venus Pipes & Tubes Limited

SD/-
Pavan Kumar Jain
Company Secretary and Compliance Officer
Membership No. A66752

Date: 28th August, 2025

Place : Dhaneti

Registered Office:

Venus Pipes & Tubes Limited
(Formerly Known as Venus Pipes & Tubes Private Limited)
Survey No. 233/2 and 234/1, Dhaneti
Kachchh - 370020 Gujarat
CIN : L74140GJ2015PLC082306
e-mail : cs@venuspipes.com
Contact No. +91 2836 232 183/84

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

NOTES:

1. Pursuant to General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024, subsequent circulars issued in this regard by the Ministry of Corporate Affairs (MCA) and, SEBI circular no: SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 03, 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 "Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC / OAVM. The venue for the 11th AGM shall be deemed to be the Company's Registered office.
2. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/OAVM only by following the instructions given in **Instructions to the Shareholders** part of this Notice.
3. Members may note that the VC/OAVM provided by KFinTech, allows participation of at least 2,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation should be sent to the Scrutiniser by email through its registered email address to cspiyushprajapati@gmail.com with a copy marked to cs@venuspipes.com and einward.ris@kfintech.com.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. An explanatory statement pursuant to Section 102(1) of the Act and the Rules made thereunder and pursuant to the relevant regulation of Listing Regulations, that sets out details relating to the special business to be transacted at the meeting, is annexed hereto as an Annexure-I and forms part of the notice.
8. M/s. KFin Technologies Limited (KFinTech) (Formerly known as KFin Technologies Pvt. Ltd.) will be providing facility for voting through remote e-voting, for participation in the 11th AGM through VC/OAVM and e-voting during the AGM
9. Brief profile of Directors, proposed to be appointed/ reappointed and/or increase the remuneration, along with the names of the Companies in which he holds directorships and memberships/ chairmanships of Board, Committees, shareholding and other details as required under Secretarial Standard on General Meetings and Listing Regulations are furnished as an Annexure-II and forms part of the notice.
10. The Company fixed Wednesday, 18th September, 2025 as the cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for days commencing from Saturday, 20th September, 2025 at 09.00 a.m. to Wednesday, 24th September, 2025 5.00 p.m., (both days inclusive).
11. The record date for the purpose of final dividend of financial year 2024-2025 is 18th September, 2025. The final dividend, if declared, shall be paid on or before 24th October, 2025, to those members whose name appear in the register of members or in case of shares held in dematerialised form to the beneficiaries, as of the close of business hours of the record date, as per details furnished by NSDL and CDSL.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

12. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the members effective from 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@venuspipes.com and/or einward.ris@kfintech.com.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's Registrars and Transfer Agents, KFinTech, in case the shares are held by them in physical form.
14. The recorded transcript of the AGM, shall also be made available on the website of the Company www.venuspipes.com in the Investors section as soon as possible, after the meeting is concluded.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in a demat form with effect from 1st April, 2019, except in case of a request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in the physical form are requested to consider converting their holding to a demat form. Members can contact the Company or our RTA for assistance.
16. Members who have multiple folios in identical names or joint names in the same order are requested to intimate the Registrar and Transfer Agents, KFinTech about these folios to enable consolidation of all such shareholdings into one folio.
17. 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 at the AGM.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to cs@venuspipes.com
19. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at AGM by electronic means. The detailed instructions for e-voting are given as a separate attachment to this Notice. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on close of business hours of September 18, 2025, i.e. the cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09.00 A.M. on Saturday, 20th September, 2025 and will end at 5.00 P.M. on Wednesday, 24th September, 2025. Members who have cast their vote by remote e-voting prior to the 11th AGM may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The Members joining the AGM through VC/OAVM, who have not cast their vote by remote e-voting shall be eligible to vote through e-voting system at the eAGM.
20. The Company has appointed Mr. Piyush Prajapati (Membership No. FCS 12711) Proprietor of M/s Piyush Prajapati & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinise the entire e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 48 hours of conclusion of the AGM, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, and the result of the same will be disclosed forthwith. The Company has appointed M/s. KFin Technologies Limited (Formerly known as KFin Technologies Pvt. Ltd.) as the Agency for the purpose of facilitating the electronic voting.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

21. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at cs@venuspipes.com or to KFinTech at einward.ris@kfintech.com
- b) Members holding shares in dematerialised mode are requested to register/update their email

INSTRUCTIONS TO THE SHAREHOLDERS FOR E-VOTING, ATTENDING AGM THROUGH VIDEO CONFERENCING, REGISTERING AS SPEAKER ETC.

This is to inform you that **11th Annual General Meeting ('AGM')** is scheduled to be held on **Thursday, 25th September, 2025** at 04:00 P.M. through video conferencing ('VC') / other audio-visual means ('OAVM').

The Annual Report for FY 2024-25 along with Notice of the AGM is available and can be downloaded from the Company's website www.venuspipes.com under "Investors" section" and also at the website of KFin Technologies Limited ('KFinTech') the Registrar & Share Transfer Agents (RTA) of the Company www.kfintech.com.

Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular - SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by SEBI (hereinafter collectively referred to as "the Circulars"), permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, in compliance with the applicable Circulars issued by MCA & SEBI and the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the AGM of the Company is being held through VC/OAVM.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014. As amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system (remote e-voting) provided by KFinTech and also digital voting during the AGM to those members who have not voted through remote e-voting.

The e-voting period commences on **Saturday, 20th September, 2025 (09:00 a.m. IST)** and ends on **Wednesday, 24th September, 2025 (5:00 p.m. IST)**.

During this period, Members holding shares either in physical form or in dematerialised form as on Thursday, 18th September, 2025 i.e. cut-off date, may cast their votes electronically. The e-voting module shall be disabled by KFinTech for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Thursday, September 18, 2025 (cut-off date). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, E-VOTING & ATTENDANCE AT AGM:

1. e-AGM: Company has appointed KFinTech to provide VC / OAVM facility for the AGM and the attendant enablers for conducting of the e-AGM.
2. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through login credentials provided to them to connect to VC / OAVM. Physical attendance of the Members at the Meeting venue is not required.
 - b. Option of appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the e-AGM 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. To start with 2,000 members will be able to join on a FIFO basis to the e-AGM.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

5. No restrictions on account of FIFO entry into e-AGM in respect of 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.
6. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. An investor can avail physical copy of the Annual Report and Notice of the AGM by writing a letter to the Company or Registrar or sending an email to Einward. RIS@kfintech.com mentioning their Folio No./Client & DP ID.

Instructions for the Members for attending the e-AGM through VC / OAVM:

1. Attending e-AGM: Member will be provided with a facility to attend the e-AGM through VC / OAVM platform being provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
2. 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.
3. Members are encouraged to Join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.
5. 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.
6. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com> and click on "Post your questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos.
7. Due to limitations of transmission and coordination during the Q&A session, the Chairman may dispense with the speaker registration during the e-AGM conference.
8. **Speaker Registration during e-AGM session:** In case of decision to allow the Q&A session in the meeting, members may log into <https://emeetings.kfintech.com> and click on "Speaker Registration, by mentioning the demat account number/folio number, city, email id, mobile number and submit.

Members who wish to be a Speaker or would like to express their views or ask Questions during the AGM may register themselves as a "speaker, by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@venuspipes.com from Saturday, 20th September, 2025 (09:00 a.m. IST) and ends on Wednesday, 24th September, 2025 (5:00 p.m. IST).

Those Members who have registered themselves as a speaker will only 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.

Remote Voting through electronic means

In terms of the provisions of section 108 of the Act. read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Thursday, 18th September, 2025 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFintech or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

The details of the process and manner for remote e-voting are given below:





- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./Dp ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). it is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Venus Pipes & Tubes Limited.
- viii. On the voting page the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR /'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. All Members including Institutional Investors, are encouraged to attend and vote at the AGM. Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote to the Scrutiniser through email at cspiyushprajapati@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'VENUS_EVENT No. 9140'
- xii. Members can cast their vote online from Saturday, 20th September, 2025 (09:00 a.m. IST) and ends on Wednesday, 24th September, 2025 (5:00 p.m. IST). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xiii. In case of any 'queries/grievances' you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the Download' section of <https://evoting.kfintech.com> or call KFintech on 1800-309-4001 (toll free).

As per the 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.

Individual Members (holding securities in demat mode) login through Depository

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

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

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered User ID and Password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote.
<p>2. User not registered under IDeAS facility:</p> <p>Visit https://eservices.nsdl.com for registering. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields.</p> <p>After registration, visit https://www.evoting.nsdl.com/ Once the home page of e-voting is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open.</p> <p>Members will have to enter their user ID (i.e. sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.</p> <p>After successful authentication, members will be requested to select the name of the Company or ESP i.e., KFin after which the members will be redirected to Kfin's website for casting the vote during the remote e-voting period.</p> <p>Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

NSDL	CDSL
3. Alternatively, by directly accessing the e-Voting website of NSDL I. Open URL: https://www.evoting.nsdl.com/ . II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.	3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit www.cdslindia.com II. Provide your Demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.

Individual Members (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. Once logged in, you will be able to see the e-Voting option. Click on e-Voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://eMeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'xxxx - AGM' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively,

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:
- I. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
 - II. After receiving the e-voting instructions, please follow all steps narrated/mentioned above to cast your vote by electronic means.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call KFintech toll free number 1-800-309-4001 for all e-voting related matters. Member may send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

Instructions for members for e-Voting during the e-AGM session:

1. The e-Voting “Thumb sign” on the left-hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the “instapoll” page.
2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM 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 available during the e-AGM.

ASSISTANCE FOR AGM RELATED MATTERS:

Members who need assistance before or during the AGM, can connect KFintech Team contact Mr. Raghunath Veedha (Manager) at email: raghu.veedha@kfintech.com Tele. No. 1800-309-4001 OR the Company's officials Mr. Pavan Kumar Jain, Company Secretary at 2836 232 183/84 or may email query at cs@venuspipes.com.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

ANNEXURE I

Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated August 28, 2025 and shall be taken as forming part of the notice.

ITEM NO. 4

In accordance with the provisions of Section 139(2) of the Companies Act, 2013, and other applicable regulations, the current Statutory Auditors of the Company, M/s Maheshwari & Co., Chartered Accountants (Firm registration number: 105834W), will complete their first term as Statutory Auditors at the conclusion of the ensuing Annual General Meeting in 2025.

Considering their expertise and experience, it is proposed to re-appoint M/s Maheshwari & Co., as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years from conclusion of the 11th Annual General Meeting of the Company until the conclusion of the 15th Annual General Meeting with the approval of the shareholders. The remuneration would be mutually agreed, subject to the approval granted by the Audit Committee in 2025.

At its meeting held on 26th May, 2025, the Board of Directors, considering their expertise and experience and based on the recommendation of the Audit Committee, has proposed the re-appointment of M/s Maheshwari & Co. as the Statutory Auditors of the Company.

Brief Profile of the Statutory Auditors

Established in 1969, M/s Maheshwari & Co. is a reputed Chartered Accountancy firm dedicated to delivering high-quality professional services across a wide range of domains. Over the decades, the firm has grown steadily in response to the evolving needs of its clients and the expanding scope of professional engagements. To support this growth, the firm has cultivated a dynamic team that blends the insights of seasoned professionals with the innovative energy of young Chartered Accountants.

Proposed Remuneration

As per Section 142 of the Companies Act, 2013 the proposed remuneration payable to Maheshwari & Co. for statutory audit services for the financial year ending 31st March, 2026, will be ₹ 14,00,000/- (Rupees Fourteen lakhs only) including applicable taxes, plus out-of-pocket

expenses. Revision, if any, to the statutory audit fees for the remaining part of the tenure, shall be approved by the Audit Committee/ Board of Directors, as may be required.

Further, the Company may obtain certifications from Maheshwari & Co. under statutory regulations and avail other permissible non-audit services, as may be required from time to time. The remuneration/fee for certifications and non-audit services will be paid on mutually agreed terms.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written confirmation from M/s. Maheshwari & Co. and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Maheshwari & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Accordingly, consent of the members is being sought by way of an Ordinary Resolution as set out at Item no. 6 of the Notice for re-appointment of Statutory Auditors. None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 04 of this notice.

None of the Directors, Manager, Key Managerial Personnel & his Relatives are concerned or interested in the Resolution. The Director therefore, recommends the acceptance of the proposed Resolution in the best interest of the Company

ITEM NO. 5

Pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 204 and other applicable provisions of the Act, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on May 26, 2025, based on the recommendation of the Audit Committee have approved, appointment of M/s. Nikhil Dhanotiya & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Membership No. A62578) as the Secretarial Auditors for a period of 5 (five) consecutive years, from 1st April, 2025 to 31st March, 2030, subject to approval of Members of the Company.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

M/s. Nikhil Dhanotiya & Associates, Practicing Company Secretaries have given their consent to act as the Secretarial Auditors of the Company, 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 as per the Company Secretaries Act, 1980 and rules and regulations made thereunder and ICSI Auditing Standards.

The Audit Committee and the Board of Directors have approved and recommended the aforementioned proposal for the approval of the Members, after considering the eligibility, qualifications, and expertise of the firm in providing Secretarial Audit-related services. The recommendation also takes into account the competency of the firm's staff and the Company's previous experience, based on the evaluation of the quality of work delivered by Mr. Nikhil Dhanotiya in the past. M/s Nikhil Dhanotiya & Associates has been found to be well-equipped to handle the scale, diversity, and complexity involved in the Secretarial Audit of the Company.

Brief Profile of the Secretarial Auditors

M/s. Nikhil Dhanotiya & Associates, Practicing Company Secretaries, founded in 2020 is a leading peer reviewed company secretaries firm, Over 5 years of successful track record of catering to corporate secretarial requirements of large and medium sized companies comprising of listed companies, closely held public company and private companies, section 8 companies, Partnership firm, Trust, Societies etc

Proposed Remuneration

The terms and conditions of the appointment of M/s. Nikhil Dhanotiya & Associates include a tenure of 5 (five) consecutive years, commencing from 1st April, 2025 to 31st March, 2030 at a remuneration of 1,35,000/- (Rupees One lakh Thirty Five Thousand only) for the financial year 2025-26 (excluding applicable taxes and out of pocket expenses) and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditors, which is in line with the industry benchmark.

The payment for permitted services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board.

Accordingly, approval of the shareholders is sought for appointment of M/s Nikhil Dhanotiya & Associates as the Secretarial Auditors of the Company.

None of the Directors or any key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. Your Board recommends the resolution at Item No. 5 as an Ordinary Resolution for approval of the members.

ITEM NO. 6

The Board of Directors at their meeting held on 26th May, 2025, on recommendation of the Audit Committee, approved the appointment of M/s. K V M & Co, Cost Accountants, as Cost Auditors of the Company to conduct the audit of the cost records of the Company in respect of products manufactured by the Company falling under CETA code 7304 & 7306 i.e. Iron and Steel, for the financial year 2025-26 on a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes. Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, approval of the members is sought by way of an ordinary resolution as set out at item no. 06 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2025-26.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 06 of this notice.

None of the Directors, Manager, Key Managerial Personnel & his Relatives are concerned or interested in the Resolution. The Director therefore, recommends the acceptance of the proposed Resolution in the best interest of the Company

ITEM NO. 7

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the growth in business operations, the Company is actively pursuing and exploring various project development opportunities, resulting in a strong project pipeline. To capitalise on these opportunities—both organic and inorganic—it is essential for the Company to have timely access to adequate funding options. This will enable the Company to effectively pursue, finance, and complete transactions that are in the best interest of its stakeholders. Accordingly, it is proposed to seek approval of the Board and shareholders for increasing the borrowing limits from ₹ 500 cr. to ₹ 750 cr., in accordance with Section 180(1)(c) of the Companies Act, 2013.

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up

capital of the Company and its free reserves and securities premium but that shall not to exceed ₹ 750 cr. (Rupees Seven Hundred fifty Crore Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The Board of Directors recommends the special resolution as set out in item no. 7 for approval.

None of the Directors, Manager, Key Managerial Personnel & his Relatives are concerned or interested in the Resolution. The Director therefore, recommends the acceptance of the proposed Resolution in the best interest of the Company

ITEM NO. 8

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors is empowered, by way of a special resolution, to hypothecate, mortgage, pledge, and/or create charge on all or any of the immovable and movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking(s) of the Company. This authority is to be exercised within the overall borrowing limits as prescribed by the members under Section 180(1)(c) of the Companies Act, 2013.

As the borrowing limit under Section 180(1)(c) is proposed to be increased, it is necessary to seek fresh approval from the members under Section 180(1)(a) to hypothecate, mortgage, pledge, and/or create charge on all or any of the immovable and movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking(s), as may be required from time to time to secure the borrowings, within the revised borrowing limits approved by the members.

The Board of Directors recommends the special resolution as set out in item no. 8 for approval.

None of the Directors, Manager, Key Managerial Personnel & his Relatives are concerned or interested in the Resolution. The Director therefore, recommends the acceptance of the proposed Resolution in the best interest of the Company

ITEM NO. 9

In terms of Sections 4, 13, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), amendment(s), substitution(s), or re-enactment(s) thereof for the time being in force), the consent of the members of the Company by way of special resolution is required to amend the Memorandum of Association ("MOA") of the Company.

The Board, from time to time, evaluates and considers proposals for diversification into business areas that are expected to enhance profitability and contribute to the long-term growth of the Company. As part of these strategic diversification plans, it has become necessary to broaden the scope of the Company's Object Clause.

The existing Object Clause, as stated in the Memorandum of Association, is currently restricted in scope and does not adequately cover a wide range of potential business activities the Company may wish to undertake. In order to provide the Company with the flexibility to explore and embark upon new projects and ventures across varied sectors, the Board proposes to amend the "Main Object" Clause of the Memorandum of Association.

The Board of Directors recommends the special resolution as set out in item no. 9 for approval.

None of the Directors, Manager, Key Managerial Personnel & his Relatives are concerned or interested in the Resolution. The Director therefore, recommends the acceptance of the proposed Resolution in the best interest of the Company

**For and on behalf of,
For, VENUS PIPES & TUBES LIMITED**

Pavan Kumar Jain
Company Secretary and Compliance Officer
Membership No. A66752

Date : 28th August, 2025
Place : Dhaneti

NOTICE OF 11TH ANNUAL GENERAL MEETING (CONTD.)

ANNEXURE II

Details of Directors seeking reappointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of Director	Mr. Arun Axaykumar Kothari
DIN	00926613
Date of Appointment	14 th September, 2021
Expertise in specific functional areas	Finance and Steel Industry
Experience	18 Years
Brief Resume	Associated with the Company since 2021 as a Director. A qualified Chartered Accountant and holds a bachelor's degree in commerce from Rajasthan University
Directorship held in other Listed Companies as on 31 st March, 2025.	NA
Chairmanship / Membership of Committee held in other Listed Companies as on 31 st March, 2025.	NA
Number of Equity Shares held in the Company as on 31 st March, 2025.	13,07,465 - 6.40%
Relationship with other directors and Key Managerial Personnel	NA
Terms and Conditions of Appointment	As approved by the Members at the Extra-Ordinary General Meeting held on September 21, 2021
List of Directorship held in other Companies as on 31.03.2025	-
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable,	5,00,000/- P.M.
Date of first appointment on the Board	14 th September, 2021
Number of Meetings of the Board attended during the year	06
Other Directorships, Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee) of other Boards	NA
Recognition or awards	NA
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	NA
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	NA