NOTICE OF 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the members of Venus Pipes & Tubes Limited will be held on Friday, 11 September, 2026 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 March 31, 2026, along with the Reports of the Board of Directors and Auditors thereon.

2. To re-appoint Mr. Jayantiram Motiram Choudhary (DIN 02617118) 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 Rs. per equity share i.e. 5% on Equity Shares) and to declare the final dividend (0.50 Rs. per equity share i.e. 5% on the Equity Shares) of the Company for the financial year ended 31 March, 2026.

SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditors for the financial year 2026-27:

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 2026-27 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 authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

5. To Re-appoint Mr. Arun Axaykumar Kothari (DIN: 00926613) as a Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Regulation 26A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Arun Axaykumar Kothari (DIN: 00926613) as the Managing Director for a further period of 5 (Five) consecutive years with effect from **14 September, 2026 up to 13 September, 2031,** liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board"), be and is hereby authorized to alter, modify, or revise, in consultation with and based on the recommendation of the Nomination & Remuneration Committee of the Company, the terms and conditions of the said re-appointment, including remuneration and other benefits, from time to time, in such manner as it may deem appropriate and in the best interest of the Company, subject to compliance with applicable laws."

"RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

6. To Re-appoint Mr. Dhruv Mahendrakumar Patel (DIN: 07098080) as a Whole-time Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Regulation 26A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Dhruv Mahendrakumar Patel (DIN: 07098080) as the Whole-time Director for a further period of 5 (Five) consecutive years with effect from **14 September, 2026 up to 13 September, 2031,** liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto."

"**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board"), be and is hereby authorized to alter, modify, or revise, in consultation with and based on the recommendation of the Nomination & Remuneration Committee of the Company, the terms and conditions of the said re-appointment, including remuneration and other benefits, from time to time, in such manner as it may deem appropriate and in the best interest of the Company, subject to compliance with applicable laws."

"**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

7. **To Re-appoint Mr. Megharam Sagramji Choudhary (DIN: 02617107) as a Whole-time Director of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Regulation 26A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Megharam Sagramji Choudhary (DIN: 02617107) as the Whole-time Director for a further period of 5 (Five) consecutive years with effect from **14 September, 2026 up to 13 September, 2031,** liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto."

"**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board"), be and is hereby authorized to alter, modify, or revise, in consultation with and based on the recommendation of the Nomination & Remuneration Committee of the Company, the terms and conditions of the said re-appointment, including remuneration and other benefits, from time to time, in such manner as it may deem appropriate and in the best interest of the Company, subject to compliance with applicable laws."

"**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

8. **To Re-appoint Mr. Kailash Nath Bhandari (DIN: 00026078) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17, and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), (including any statutory modifications or amendments thereof), and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Kailash Nath Bhandari (DIN: 00026078), and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature and who has submitted a declaration that he meets the criteria of independence, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from 19 October, 2026 up to 18 October, 2031, notwithstanding that on 19 October, 2026, he attains the age of 84 Years."

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

9. **To Re-appoint Mr. Shyam Agrawal (DIN: 03516372) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or amendments thereof), and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Shyam Agrawal (DIN: 03516372), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature and who has submitted a declaration that he meets the criteria of independence, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from 19 October, 2026 up to 18 October, 2031."

"RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

10. **To Re-appoint Mr. Pranay Ashok Surana (DIN: 05192392) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or amendments thereof), and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Pranay Ashok Surana (DIN: 05192392), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature and who has submitted a declaration that he meets the criteria of independence, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from 19 October, 2026 up to 18 October, 2031."

"RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

11. **To Re-appoint Mrs. Komal Lokesh Khadaria (DIN: 07805112) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or amendments thereof), and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mrs. Komal Lokesh Khadaria (DIN: 07805112), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature and who has submitted a declaration that she meets the criteria of independence, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from 19 October, 2026 up to 18 October, 2031."

"RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

12. 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 a **Special resolution:**

"RESOLVED THAT in supersession of the resolution passed at the 11th Annual General Meeting of the Company held on 25 September, 2025 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to borrow, from time to time, such sum or sums of monies as the Board may deem necessary, notwithstanding that the monies to be borrowed, 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 the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed ₹ 2,000 Crores (Rupees Two Thousand 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."

13. To approve Creation of Charges on the assets of the Company:

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

"RESOLVED THAT in supersession of the special resolution passed at the 11th Annual General Meeting of the Company held on 25 September, 2025 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to create mortgage(s), charge(s), hypothecation(s), pledge(s) and/or other security interest(s) on all or any of the movable and/or immovable properties, assets and undertakings of the Company, both present and future, in such form, manner and ranking as may be determined by the Board, in favour of banks, financial institutions, other investing agencies, trustees for holders of debentures/bonds/other instruments and/or other lenders, to secure rupee/foreign currency loans and/or the issue of debentures/bonds/other instruments, whether partly/fully convertible or non-convertible, together with interest, 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 such borrowings, provided that the total amount so secured shall not at any time exceed ₹ 2,000 Crores (Rupees Two Thousand 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."

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 : 13 August, 2026
Place : Dhaneti

Registered Office:
Venus Pipes & Tubes Limited
Survey No. 233/2 and 234/1, Dhaneti
Kachchh - 370020 Gujarat
CIN : L24311GJ2015PLC082306
E-mail : cs@venuspipes.com
Contact No. +91 2836 232 183/84

Notice of 12th Annual General Meeting (Contd.)

NOTES:

1. Pursuant to General Circular Nos. 14/2020 dated 08 April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 05 May, 2020, 02/2022 dated 05 May, 2022, 09/2023 dated 25 September, 2023, 09/2024 dated 19 September, 2024 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22 September, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars"), and SEBI Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 03 October, 2024, issued in relation to holding of annual general meetings through video conferencing or other audio visual means, the Company is permitted to hold the AGM through VC/OAVM without the physical presence of Members at a common venue. In compliance with the aforesaid MCA Circulars and SEBI Circular, the AGM of the Company is being held through VC/OAVM. The venue of the 12th AGM shall be deemed to be the registered office of the Company.

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 2000 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/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be sent to the Scrutinizer 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 12th 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-I and forms part of the notice.

10. The Company fixed Friday, 04 September, 2026 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 Monday, 07 September, 2026 at 09.00 a.m. to Thursday, 10 September, 2026 till 5.00 p.m., (both days inclusive).

11. The record date (Cut off date) for the purpose of final dividend of financial year 2025-26 is Friday, 04 September, 2026. The final dividend, if declared, shall be paid on or before 10 October, 2026, 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.

12. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the members effective from 01 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 relations" 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 01 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 04 September, 2026, 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 Monday, 07 September, 2026 and will end at 5.00 P.M. on Thursday, 10 September 2026. Members who have cast their vote by remote e-voting prior to the 12th 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.

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 **12th Annual General Meeting ('AGM')** is scheduled to be held on **Friday, 11 September, 2026 at 04:00 P.M.** through video conferencing ('VC') / other audio-visual means ('OAVM').

The Annual Report for 2025-26 along with Notice of the AGM is available and can be downloaded from the Company's website www.venuspipes.com under "Investor Relations" 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 Circulars issued by the Ministry of Corporate Affairs, including General Circular Nos. 14/2020 dated 08 April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 05 May, 2020, 02/2022 dated 05 May, 2022, 09/2023 dated 25 September, 2023, 09/2024 dated 19 September, 2024 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22 September, 2025, and SEBI Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 03 October, 2024, issued in relation to holding of annual general meetings through video conferencing or other audio visual means, the Company is permitted to hold the AGM through VC/OAVM without the physical presence of Members at a common venue. Accordingly, in compliance with the applicable MCA and SEBI circulars, the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 **Monday, 07 September, 2026 (09:00 a.m. IST) and ends on Thursday, 10 September 2026 (5:00 p.m. IST).**

During this period, Members holding shares either in physical form or in dematerialised form as on Friday, 04 September, 2026 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 Friday, 04 September, 2026 (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 MCA circulars on VC/OAVM (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. Members may join the e-AGM 30 minutes before the scheduled commencement time and may continue to join up to 30 minutes thereafter, by following the procedure mentioned in the Notice.

4. Up to 2,000 members will be able to join the e-AGM on a first-come, first-served basis.

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: Members will be provided with a facility to attend the e-AGM through the VC/OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com and click on "Video Conference" to access the shareholders'/members' login by using the remote e-voting credentials. The link for the e-AGM will be available in the shareholders'/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 wish to post questions prior to the AGM may log in to https://emeetings.kfintech.com and click on "Post Your Questions" to submit their queries/views by providing their name, demat account number/folio number, email ID and mobile number. Questions will be answered only if the shareholder continues to hold shares as on the cut-off date, as per the beneficiary position.

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 Monday, 07 September, 2026 (09:00 a.m. IST) and ends on Thursday, 10 September, 2026 (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 Friday, 04 September, 2026 (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.

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.

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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 Scrutinizer 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. 10042.

xii. Members can cast their vote online from Monday, 07 September, 2026 (09:00 a.m. IST) and ends on Thursday, 10 September, 2026 (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 09 December, 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.

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

NSDL	CDSL
1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com. II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. 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.	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com II. Click on New System Myeasi. III. Login with your registered User ID and Password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services i. Visit https://eservices.nsdl.com for registering. ii. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. iii. After registration, visit https://www.evoting.nsdl.com/ iv. 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. v. 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. vi. 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. vii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play	**2. User not registered for Easi/Easiest** i. Visithttps://web.cdslindia.com/myeasitoken/home/login for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.

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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 URL: https://evoting.cdslindia.com/Evoting/EvotingLogin 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 their User ID/Password are advised to use the "Forgot User ID" and "Forgot Password" options available on the 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 helpdesk.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, 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 : MYEPWDvSPACE> 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.

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ANNEXURE I TO THE NOTICE OF AGM

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 13 August, 2026 and shall be taken as forming part of the notice.

ITEM NO. 4

The Board of Directors at their meeting held on May 26, 2026, on the 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 and 7306, i.e., Iron and Steel, for the financial year 2026-27 at 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 set out at Item No. 4 of this Notice, ratifying the remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board therefore recommends the proposed resolution for approval of the Members.

ITEM NO. 5 TO ITEM NO. 7

Pursuant to the provisions of Sections 152, 196, 197, 198, and 203 of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof currently in force), and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Articles of Association of the Company, Mr. Arun Axaykumar Kothari was appointed as Managing Director; Mr. Dhruv Mahendrakumar Patel was appointed as Whole-time Director; Mr. Megharam Sagramji Choudhary was appointed as Whole-time Director, by way of ordinary resolutions passed by the members at the Extra ordinary General Meeting ("EGM") of the Company held on 21 September, 2021 with effect from 14 September, 2021 for period of five years upto 13 September, 2026. The terms and conditions of the appointment of the aforementioned directors including remuneration were also approved by the members at the EGM.

The current term of Mr. Arun Axaykumar Kothari, Mr. Megharam Sagramji Choudhary and Mr. Dhruv Mahendrakumar Patel as Managing Director / Whole-time Director(s) of the Company is expiring on 13 September, 2026.

During their tenure, they have provided dedicated and meritorious services and made significant contributions to the overall growth of the Company. In order to avail their continued guidance and expertise, and as recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13 August, 2026 unanimously approved item no. 5 to 7 of this notice, subject to the approval of the members of the Company, to:

1. Re-appoint them for a further term of 5 consecutive years with effect from 14 September, 2026, and
2. Approve the remuneration payable to them for their new tenure, pursuant to the applicable provisions of the Companies Act, 2013.

The broad particulars of the terms and conditions of appointment including remuneration payable to the aforementioned directors are as follows:

Particulars	Arun Axaykumar Kothari	Megharam Sagramji Choudhary	Dhruv Mahendrakumar Patel
Salary	10,00,000 P.M.	10,00,000 P.M.	10,00,000 P.M
Perquisites:	Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.		
Medical Reimbursement	Reimbursement of expenses incurred for self and family as per the policy of the Company		
Leave Travel Concession	Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Director		

<table>
<tr><th>Particulars</th><th>Arun Axaykumar Kothari</th><th>Megharam Sagramji Choudhary</th><th>Dhruv Mahendrakumar Patel</th></tr>
<tr><td>Provident Fund</td><td colspan="3">Company's contribution towards Provident Fund as per the rules of the Company</td></tr>
<tr><td>Gratuity</td><td colspan="3">As per Company's policy pursuant to provisions of the applicable act.</td></tr>
<tr><td>Earned Leaves</td><td colspan="3">As per Company's policy</td></tr>
<tr><td>Car</td><td colspan="3">Car for use on company's business will be considered as perquisites and shall be billed by the Company. Use of car for private purpose will not be considered as perquisites.</td></tr>
<tr><td>Telephone</td><td colspan="3">Telephone / Communication facilities at residence for business purposes. Personal long distance calls for private purpose will not be considered as perquisites</td></tr>
<tr><td>Overall remuneration</td><td colspan="3">The aggregate of salary, commission and perquisites of any of the directors in any financial year shall not exceed 1.5% of the net profits of the Company.</td></tr>
<tr><td>Minimum remuneration</td><td colspan="3">In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Director.</td></tr>
<tr><td>Termination</td><td>The appointment may be terminated at any time by either party thereto by giving to other party, 6 (Six) months' notice of such termination and neither party will have any claim against each other for damages or compensation by reason of such termination. In any event, the Managing Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.</td><td>The appointment may be terminated at any time by either party thereto by giving to other party, 1 (One) months' notice of such termination and neither party will have any claim against each other for damages or compensation by reason of such termination. In any event, the Wholetime Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.</td><td>The appointment may be terminated at any time by either party thereto by giving to other party, 1 (One) months' notice of such termination and neither party will have any claim against each other for damages or compensation by reason of such termination. In any event, the Wholetime Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.</td></tr>
<tr><td colspan="4">The company shall reimburse to the Managing Director & Wholetime Directors for the expenses incurred in entertainment, travelling, and all other expenses incurred by them for the business of the Company</td></tr>
<tr><td colspan="4">The Managing Director & Wholetime Director shall not, as long as they function as such, be paid any sitting fees, for attending meetings of the Board of Directors.</td></tr>
<tr><td colspan="4">During the tenure of their office, Managing Director & Wholetime Director shall be liable to retire by rotation.</td></tr>
<tr><td colspan="4">The Managing Director & Wholetime Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.</td></tr>
<tr><td colspan="4">Mr. Arun Axaykumar Kothari (DIN: 00926613), Mr. Dhruv Mahendrakumar Patel (DIN: 07098080), & Mr. Megharam Sagramji Choudhary (DIN: 02617107) satisfy all the conditions set out in Para-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their reappointment. They are not disqualified from being appointed as director in terms of Section 164 of the Act.</td></tr>
</table>

The Board of Directors, after taking into consideration the valuable contributions made by the Directors of the Company and based on the recommendation of Nomination Remuneration Committee, unanimously recommends the relevant resolutions from item no. 5 to 7, for your consideration and approval as Ordinary Resolutions.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, except the respective appointees themselves, are in any way, financially or otherwise, concerned or interested in the resolutions set out from Item No. 5 to 7 of this notice.

Notice of 12th Annual General Meeting (Contd.)

ITEM NO. 8 TO ITEM NO. 11

The Shareholders of the Company at their Extraordinary General Meeting (EGM) held on 19 October, 2021, had approved the appointment of Mr. Kailash Nath Bhandari, Mr. Shyam Agrawal, Mr. Pranay Ashok Surana, and Mrs. Komal Lokesh Khadaria as Independent Directors of the Company for a first term of 5 (five) consecutive years with effect from 19 October, 2021. Accordingly, their current tenure is expiring on 18 October, 2026.

As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director can be re-appointed for a second term of up to 5 (five) consecutive years only by passing a Special Resolution by the Company.

All the four Independent Directors have given their consents for re-appointment and have provided declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations. In the opinion of the Board, they possess appropriate skills, experience, and integrity, and their continued association would be of immense benefit to the Company.

Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13 August, 2026, unanimously recommends their re-appointment for a second term of 5 consecutive years with effect from 19 October, 2026 up to 18 October, 2031, and shall not be liable to retire by rotation as Special Resolutions under Item No. 8 to 11 of this notice.

Mr. Kailash Nath Bhandari, aged 84 years, has over 22 years of experience and has served as Chairman-cum-Managing Director of New India Assurance Company Ltd., Mumbai, and United India Insurance Company Ltd., Chennai. He has also been a member of the Tariff Advisory Committee, the Governing Board of the National Insurance Academy, Pune, and the IRDA Expert Committee on Intermediaries. He has also worked as a Consultant (STC) with the World Bank. Mr. Bhandari is a director in several reputed companies, including Hindalco-Almex Aerospace Limited and Suvas Holding Ltd. He holds a Bachelor of Arts and an LL.B. degree from Jodhpur University. The Board, after considering his experience, expertise, performance evaluation and continued ability to discharge his duties effectively, is of the opinion that his re-appointment would be in the best interest of the Company.

The Board has also opined that all the four Independent Directors fulfil all conditions for re-appointment as an independent director specified in Companies Act 2013 particularly Section 149 (6) read with rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations.

Copy of the draft letters of appointment setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day.

The Board recommends the Special Resolutions set out at Item Nos. 8 to 11 of the Notice for approval of the Members. Disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings is given as an annexure to this explanatory statement.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, except the respective appointees themselves, are in any way, financially or otherwise, concerned or interested in the resolutions set out from Item No. 8 to 11 of this notice.

ITEM NO. 12

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 ₹ 750 cr. to ₹ 2,000 cr., in accordance with Section 180(1)(c) of the Companies Act, 2013.

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 ₹ 2,000 cr. (Rupees Two Thousand cr. 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. 12 for approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board therefore recommends the proposed resolution for approval of the Members.

ITEM NO. 13

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. 13 for approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board therefore recommends the proposed resolution for approval of the Members.

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

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

Date : 13 August, 2026
Place : Dhaneti

Notice of 12th Annual General Meeting (Contd.)

In terms of the requirements as per sub-clause (iv) of the proviso to Sub paragraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the information is as furnished below:

General Information		
1	Nature of Industry	Iron & Steel
2	Date or expected date of commencement of commercial production	The Company carries on its operations since its incorporation
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Performance for 2025-26 1. Gross Revenue: 11,668.48 mn 2. Profit after tax: 1,019.62 mn 3. EPS: 49.51
5	Foreign Investments or collaborations, if any	Not Applicable
Information about the Appointee		
6	The information about the Directors is annexed as Annexure II to this notice of the Annual General Meeting	
Other /information		
7	Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:	The Company currently has adequate profit. The Profit after tax for FY 2025-26 is 1,019.62 mn
8	Expected increase in productivity and profits in measurable terms	NA
Disclosures:		
9	The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Board's Report under the heading "Corporate Governance Report"	

ANNEXURE II TO THE NOTICE OF AGM

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 Directors	Mr. Jayantiram Motiram Choudhary	Mr. Arun Axaykumar Kothari	Mr. Dhruv Mahendrakumar Patel	Mr. Megharam Sagramji Choudhary
DIN	02617118	00926613	07098080	02617107
Date of first appointment on the Board	17/02/2015	10/09/2021	16/06/2015	17/02/2015
Expertise in specific functional areas	Purchase & Operation	Finance & Strategy	Technical & Operation	Sales & Marketing
Age	43 Years	48 Years	40 Years	44 Years
Experience	14 Years	19 Years	9 Years	19 Years
Brief Resume	Associated with the Company since its incorporation as a director. Over 14 years of experience in the steel industry.	Associated with the Company since 2021 as a director. A qualified Chartered Accountant and holds a bachelor's degree in commerce from Rajasthan University	Associated with the Company since 2015. Holds a bachelor's degree in engineering from University of Pune and a master's degree in technology from CEPT University.	Associated with our Company since its incorporation. Over 19 years of experience in the stainless-steel pipes and tubes industry.
Directorship held in other Listed Companies as on 31 March, 2026.	NA	NA	NA	NA
Chairmanship / Membership of Committee held in other Listed Companies as on 31 March, 2026.	NA	NA	NA	NA
Number of Equity Shares held in the Company as on 31 March, 2026.	12,11,115 (5.85%)	13,97,465 (6.75%)	26,52,510 (12.80%)	35,93,243 (17.35%)
Relationship with other directors and Key Managerial Personnel	NA	NA	NA	NA
Terms and Conditions of Appointment	Director Liable to retire by rotation.	Re-appointment as the Managing Director for a further period of 5 (Five) consecutive years with effect from **September 14, 2026 up to September 13, 2031,** liable to retire by rotation, subject to approval of members in the ensuing AGM	Re-appointment as the Whole-time Director for a further period of 5 (Five) consecutive years with effect from **September 14, 2026 up to September 13, 2031,** liable to retire by rotation, subject to approval of members in the ensuing AGM	Re-appointment as the Whole-time Director for a further period of 5 (Five) consecutive years with effect from **September 14, 2026 up to September 13, 2031,** liable to retire by rotation, subject to approval of members in the ensuing AGM
List of Directorship held in other Companies as on 31 March, 2026	-	1. Accuracy Buildcon Private Limited	-	-

Notice of 12th Annual General Meeting (Contd.)

Name of Directors	Mr. Jayantiram Motiram Choudhary	Mr. Arun Axaykumar Kothari	Mr. Dhruv Mahendrakumar Patel	Mr. Megharam Sagramji Choudhary
DIN	02617118	00926613	07098080	02617107
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable,	6,50,000/- P.M.	7,00,000/- P.M.	6,50,000/- P.M.	6,50,000/- P.M.
Number of Meetings of the Board attended during the year	06	06	06	06
Other Directorships, Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee) of other Boards	NA	NA	NA	NA
Recognition or awards	NA	NA	NA	NA
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	NA	NA	NA	NA
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	NA	NA	NA	NA

Name of Directors	Mr. Kailash Nath Bhandari	Mr. Shyam Agrawal	Mr. Pranay Ashok Surana	Mrs. Komal Lokesh Khadaria
DIN	00026078	03516372	05192392	07805112
Date of first appointment on the Board	19 October, 2021	19 October, 2021	19 October, 2021	19 October, 2021
Expertise in specific functional areas	Corporate Governance, Leadership & Legal/ Regulatory and Risk Management	Corporate Governance, Leadership & Legal/ Regulatory and Risk Management	Finance, Corporate Governance, Leadership & Legal/ Regulatory and Risk Management	Finance, Corporate Governance, Leadership & Legal/Regulatory and Risk Management
Age	84 Years	46 Years	35 Years	47 Years
Experience	22 Years	19 Years	12 Years	14 Years

Name of Directors	Mr. Kailash Nath Bhandari	Mr. Shyam Agrawal	Mr. Pranay Ashok Surana	Mrs. Komal Lokesh Khadaria
DIN	00026078	03516372	05192392	07805112
Brief Resume	Associated with the Company since 2021. He holds a bachelor's degree in law from Jodhpur University. He has over 22 years of experience in the insurance sector. He is also on the Board of one of the companies of Hindalco Group.	Associated with the Company since 2021. He also holds a doctorate in law from University of Rajasthan. He was the national president of the ICSI, New Delhi in the year 2017 and International Secretary of Corporate Secretaries International Association ("CSIA"), Hong Kong for the year 2017–18. He has over 19 years of experience as a practicing company secretary. He was a member of the appellate authority of the ICSI, New Delhi and is presently (i) a member of the quality review board of the ICAI, New Delhi; and (ii) the chairman and independent director of ICMAI Registered Valuers Organization, New Delhi.	Associated with the Company since 2021. He holds a bachelor's in technology and master's in technology degree in mechanical engineering from the Indian Institute of Technology, Bombay. He has over 12 years of experience in the technology sector. He was the founder of Flyrobe (Bloomberg top 50 global startups 2017) and analyst at Deutsche Bank. He has also been featured on the coveted Forbes 30 under 30 in the Asia list (2017) and in the India list (2019).	Associated with the Company since 2021. She is a member of Institute of Companies Secretaries of India ("ICSI") and holds a bachelor's degree in commerce. She has over 14 years of experience as a qualified company secretary. She has served as the Chairperson of the Surat Chapter of ICSI and has also held roles as Vice Chairperson and member of various committees of the Surat Chapter and the Western India Regional Council (WIRC) of ICSI over the years.
Directorship held in other Listed Companies as on 31 March, 2026.	NA	1. Mayur Uniquoters Limited 2. Indraprastha Gas Limited	NA	NA
Chairmanship / Membership of Committee held in other Listed Companies as on 31 March, 2026.	NA	NA	NA	NA
Number of Equity Shares held in the Company as on 31 March, 2026.	-	-	-	
Relationship with other directors and Key Managerial Personnel	NA	NA	NA	NA
Terms and Conditions of Appointment	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from October 19, 2026 up to October 18, 2031, not liable to retire by rotation, subject to approval of Members in the ensuing AGM	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from October 19, 2026 up to October 18, 2031, not liable to retire by rotation, subject to approval of Members in the ensuing AGM	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from October 19, 2026 up to October 18, 2031, not liable to retire by rotation, subject to approval of Members in the ensuing AGM	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from October 19, 2026 up to October 18, 2031, not liable to retire by rotation, subject to approval of Members in the ensuing AGM

Notice of 12th Annual General Meeting (Contd.)

Name of Directors	Mr. Kailash Nath Bhandari	Mr. Shyam Agrawal	Mr. Pranay Ashok Surana	Mrs. Komal Lokesh Khadaria
DIN	00026078	03516372	05192392	07805112
List of Directorship held in other Companies as on 31 March, 2026	1. Hindalco-Almex Aero Space Limited 2. Suvas Holdings Limited	1. Mayur Uniquoters Limited 2. Indraprastha Gas Limited 3. ICMAI Registered Valuers Organisation 4. ICAI International ADR Centre 5. South Eastern Coal Fields Limited 6. Mayur Tecfab Private Limited	-	1. Plenary Advisors Private Limited
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable,	Nil – Except sitting fees.	Nil – Except sitting fees.	Nil – Except sitting fees.	Nil – Except sitting fees.
Number of Meetings of the Board attended during the year	06	01	06	06
Other Directorships, Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee) of other Listed Companies	NA	**Indraprastha Gas Limited** Chairperson- Audit Committee **Mayur Uniquoters Ltd** Member- Audit Committee Member- Stakeholders Relationship Committee	NA	NA
Recognition or awards	NA	NA	NA	NA
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	NA	NA	NA	NA
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	NA	NA	NA	NA