



To,
The Board of Directors
VENUS PIPES & TUBES LIMITED
Cin-L24311GJ2015PLC082306
Survey No. 233/2 and 234/1, Dhaneti
Bhuj 370020 Kachchh Gujarat

Dear Sir,

Independent Practicing Company Secretary's Certificate – Preferential Issue of Equity Shares

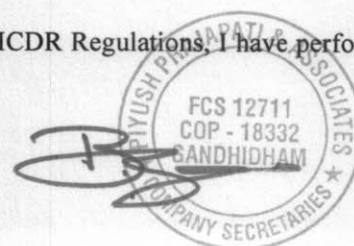
1. This certificate is issued in accordance with the terms of my engagement letter dated 10th September, 2026 and pursuant to the requirement of sub-regulation (2) of Regulation 163 under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations').
2. As required, I have examined compliance with the applicable provisions of Chapter V of the SEBI ICDR Regulations in relation to the proposed preferential issue of up to 22,27,544 (Twenty Two Lakh Twenty Seven Thousand Five Hundred Forty Four) equity shares of face value of Rs. 10 each at an issue price of Rs. 1,670 per equity share, aggregating up to Rs. 3,71,99,98,480 (Rupees Three Hundred Seventy One Crore Ninety Nine Lakh Ninety Eight Thousand Four Hundred Eighty Only), by Venus Pipes & Tubes Limited (the 'Company'), as approved by the Board of Directors (the 'Board') at its meeting held on 16th September 2026.
3. In terms of the SEBI ICDR Regulations, the Company has issued a notice dated 16th September 2026 convening an Extra-Ordinary General Meeting, together with the explanatory statement (collectively, the 'Notice'), pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made thereunder, seeking the consent of the shareholders by way of a special resolution at the Extra-Ordinary General Meeting scheduled to be held on 08th October 2026, for the proposed issue of up to 22,27,544 (Twenty Two Lakh Twenty Seven Thousand Five Hundred Forty Four) equity shares of face value of Rs. 10 each on a preferential basis, as set out in Item No. 1 of the Notice.

Management's responsibility

4. Compliance with the SEBI ICDR Regulations in relation to the proposed preferential issue of equity shares and preparation of the aforesaid Notice, including the contents of Item No. 1 thereof, is the responsibility of the management of the Company. Management is also responsible for the preparation and maintenance of all relevant records and documents, including the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Notice, selection and application of an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.
5. Management is also responsible for providing all relevant information and documents, as may be required, to SEBI, BSE Limited and National Stock Exchange of India Limited and/or any other regulatory or statutory authority.

Certifier's responsibility

6. I have not performed an audit, the objective of which would be the expression of an opinion on the financial statements or specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.
7. For the purpose of this certificate, I have planned and performed the procedures considered appropriate to determine whether anything has come to my attention that causes me to believe that the proposed preferential issue of equity shares, as set out in Item No. 1 of the Notice, is not in accordance with the applicable requirements of Chapter V of the SEBI ICDR Regulations:
 - a) With respect to the conditions specified in Regulations 159 and 160 of the SEBI ICDR Regulations, I have performed the following procedures to verify compliance with the applicable conditions:





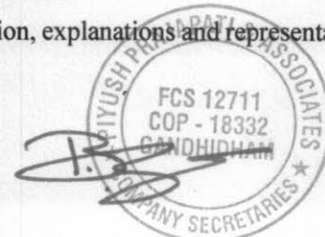
- verified that the Company has obtained requisite undertakings from the proposed allottees confirming that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date, i.e., 08th September 2026 to the extent applicable to proposed allottee(s);
 - obtained/verified the relevant records, including confirmation/records from KFin Technologies Limited, Registrar and Transfer Agent of the Company, in relation to the pre-preferential shareholding of the proposed allottees, if any, and verified that such pre-preferential shareholding is held in dematerialised form;
 - examined the Notice and confirmed that the special resolution for the proposed preferential issue of equity shares of the Company is included therein;
 - made inquiries with the management and obtained representations to confirm that the Company is in compliance with the conditions for continuous listing of its equity shares on the stock exchanges where its equity shares are listed;
 - verified that none of the promoters or directors of the Company is a fugitive economic offender;
 - verified, based on information and representations provided to me, that the Company has no outstanding dues to SEBI, the stock exchanges or the depositories;
 - verified that the Company has obtained the Permanent Account Number ('PAN') of the proposed allottees;
- b) Read the Notice and verified that the disclosures required under Regulation 163(1) of the SEBI ICDR Regulations have been made therein.

Certifier's responsibility (Continued)

8. The procedures performed for the purpose of this certificate are limited in nature and have been performed solely to enable me to report on the compliance of the proposed preferential issue with the applicable requirements of Chapter V of the SEBI ICDR Regulations.

I have, inter alia, performed the following procedures in relation to the proposed preferential issue:

- i. Verified and obtained the certified true copy of the resolution passed by the Board of Directors at its meeting held on 16th September 2026 and verified the Relevant Date, as determined in accordance with Regulation 161 of the SEBI ICDR Regulations, as 08th September 2026 in respect of the proposed preferential issue of up to 22,27,544 equity shares;
- ii. Obtained and examined the Notice of the Extra-Ordinary General Meeting dated 16th September 2026, approved by the Board of Directors at its meeting held on 16th September 2026, in relation to the proposed preferential issue of equity shares;
- iii. Obtained and examined the relevant beneficiary position ('BENPOS')/shareholding records and other supporting documents to verify the pre-preferential shareholding of the proposed allottees, if any, as on the Relevant Date, i.e., 08th September 2026, and examined relevant transaction statements/undertakings to verify compliance with the applicable requirements relating to sale or transfer of equity shares during the 90 trading days preceding the Relevant Date to the extent applicable to proposed allottee(s);
- iv. Obtained confirmation from the Company Secretary of the Company in relation to the pre-preferential shareholding of the proposed allottees;
- v. Obtained and examined the statement of computation of the minimum price for the proposed preferential issue and verified the computation with reference to the pricing formula prescribed under the SEBI ICDR Regulations;
- vi. Obtained/downloaded the relevant trading data for the equity shares of the Company for the applicable periods from the official website of National Stock Exchange of India Limited ('NSE') and verified the volume weighted average prices used in the pricing computation;
- vii. Obtained/downloaded and examined such other relevant trading data relating to the equity shares of the Company from the official websites of NSE and BSE Limited ('BSE'), as considered necessary;
- viii. Performed necessary inquiries with the management and obtained such information, explanations and representations as considered necessary.





Conclusion

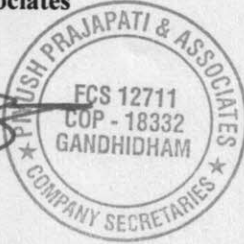
9. Based on the procedures performed as stated above and the information, explanations and representations provided to me, I hereby certify that the proposed preferential issue of equity shares is being made in accordance with the applicable requirements of Chapter V of the SEBI ICDR Regulations.

Restriction of use

10. This certificate is addressed to and provided to the Company solely for the purpose of complying with Regulation 163(2) of the SEBI ICDR Regulations, including for being hosted on the website of the Company and made available for inspection by the members in connection with the Extra-Ordinary General Meeting scheduled to be held on 08th October 2026. This certificate should not be used for any other purpose without my prior written consent. I do not accept or assume any duty or liability for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior written consent.

Piyush Prajapati & Associates
Company Secretaries

CS Piyush Prajapati
Proprietor
M. No: F12711
COP: 18332
Udin- F012711H001513606



PR No.: 8245/2026

Date: September 16, 2026
Place: Gandhidham