

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF IPO COMMITTEE OF VENUS PIPES & TUBES LIMITED HELD ON THE 21<sup>ST</sup> DAY OF APRIL, 2022 AT 04.00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 233/2 AND 234/1 DHANETI BHUJ KACHCHH GJ 370020 IN, WHERE NECESSARY QUORUM WAS PRESENT:**

**APPROVAL OF THE UPDATED DRAFT RED HERRING PROSPECTUS (TOGETHER WITH CHANGES) TO BE FILED WITH SEBI**

It was noted that pursuant to the filing of the draft red herring prospectus by the Company on December 24, 2021 (the "DRHP"), the Company has received the final observation letter bearing reference no. **SEBI/WRO/OW/P/RB/MKG/2022/14166/1 dated March 31, 2022** (the "Observation Letter") from the Securities and Exchange Board of India ("SEBI") which contained its observations and requests for inclusion of further details in the draft of the updated draft red herring prospectus to be filed by the Company with SEBI (the "UDRHP"). Accordingly, the IPO Committee then considered a draft of the UDRHP, to be filed with SEBI, placed before it, together with all corrections, alterations, additions, omissions, variations, updates, revisions, modifications and amendments thereto, and the following resolutions were passed by the IPO Committee unanimously:

**"RESOLVED THAT** in furtherance of the resolution passed by the Board on December 24, 2021, approving the draft of the updated draft red herring prospectus and authorising the IPO Committee to approve and adopt any corrections, alterations, additions, omissions, variations, updates, revisions, modifications, amendments thereto prior to filing it with SEBI, the in-principle approvals dated January 17, 2022 and [●] received from BSE Limited and National Stock Exchange of India Limited, respectively, the SEBI correspondences and observation letters dated January 17, 2022, February 11, 2022, March 4, 2022, March 14, 2022 and March 17, 2022, the responses filed by the book running lead manager ("BRLM") to the Issue to such correspondences and letters on January 21, 2022, February 18, 2022, March 4, 2022, March 15, 2022 and March 25, 2022, respectively, the SEBI UDRHP in respect of the initial public offering of equity shares of face value of ₹ 10 each ("**Equity Shares**") of the Company, comprising a fresh issue of up to 5,074,100 Equity Shares aggregating up to ₹ [●] million (the "**Issue**") as placed before the Board and containing the requisite information as prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013 read with the rules thereunder, or any statutory modification(s) or re-enactment(s) thereof, and other applicable laws and regulations be and is hereby approved for filing with SEBI.

**RESOLVED FURTHER THAT** the UDRHP be filed with the SEBI.

**RESOLVED FURTHER THAT** Mr. Arun Axaykumar Kothari, Mr. Megharam Sagramji Choudhary and Mr. Dhruv Mahendrakumar Patel directors of the Company and Cs Pavan Kumar Jain, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to issue such certificates and confirmations as may be required and do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or the duly appointed Company Secretary of the Company, be forwarded to the concerned authorities for necessary action.”

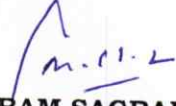
**Date: 21/04/2022**

**Place: Dhaneti**

**CERTIFIED TRUE COPY**  
**For VENUS PIPES & TUBES LIMITED**



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**MEGHARAM SAGRAMJI CHOUDHARY**  
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**DHRUV MAHENDRAKUMAR PATEL**  
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