

July 16, 2026

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
Symbol: SAMBHV

To,
Listing Compliance Department
BSE Limited
P J Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 544430

Sub : Notice of 01/2026-27 Extra Ordinary General Meeting scheduled to be held on Monday , August 10, 2026 , through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Dear Sir / Madam

We wish to inform you that the 01/2026-27 Extra Ordinary General Meeting (EGM) of the Company is scheduled to be held on **Monday, August 10, 2026**, at 11:30 A.M. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the circulars / notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business, as set forth in the Notice convening the Meeting. The schedule for the EGM is given below:

S.No.	Resolution	Type of Resolution
1.	Issuance of fully convertible equity warrants on preferential basis to the persons belonging to Promoters, Promoter Group and/or Non-Promoter Category	Special Resolution

The Company has engaged the services of KFinTech to provide the platform for facilitating the remote e-voting facility. Remote e-voting shall commence from Friday, August 07, 2026 (9:00 a.m. IST) and end on Sunday, August 09, 2026 (5:00 p.m. IST). During this period, the Members of the Company, holding share(s) in physical form or in dematerialized form, as on the Cut-off Date, i.e., Monday, August 03, 2026, may cast their vote(s) by remote e-voting.

The aforementioned Notice of the EGM shall also be available on the website of the Company
<https://www.sambhv.com/investor-information.php> .

This is for your kind reference and records.

Thanking you,

For, Sambhv Steel Tubes Limited

Niraj Shrivastava
(Company Secretary and Compliance Officer)
Membership No. F8459

SAMBHV STEEL TUBES LIMITED

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

CIN: L27320CT2017PLC007918

Registered Office: No. 501 to 511 Harshit Corporate, Amanaka, Raipur, Chattisgarh, India, 492001

Website: www.sambhv.com **Email:** cs@sambhv.com **Tel. No.:** 0771-2222360

Notice is hereby given that the 1ST /2026-27 Extraordinary General Meeting (“EOGM”) of the Members of Sambhv Steel Tubes Limited (“the Company” or “Sambhv”) will be held on Monday, August 10, 2026, at 11:30 a.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

Item No. 1 - Issuance of fully convertible equity warrants on preferential basis to the persons belonging to Promoters, Promoter Group and/or Non-Promoter Category

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “SEBI ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Foreign Exchange Management Act, 1999, as amended, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the National Stock Exchange of India Limited and BSE

Limited ("Stock Exchange(s)"), where the equity shares of the company are listed, and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs ("MCA") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, MCA, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or to be constituted thereof to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, up to 8,695,400 (Eight Million Six Hundred Ninety-Five Thousand Four Hundred only) Fully Convertible Equity Warrants ("Warrants") on a preferential basis having a face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs. 115/- (Rupees One Hundred Fifteen only) per Warrant (including a premium of Rs. 105/- (Rupees One Hundred Five only) per Warrant) which is a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations for an aggregate consideration not exceeding Rs. 999,971,000/- (Rupees Nine Hundred Ninety-Nine Million Nine Hundred Seventy Thousand Only), for cash by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit to the following persons ("Proposed Allottee(s)"):

S. No.	Name of Proposed Allottee(s)	Category	Designation in the Company	No. of Warrants proposed to be issued	Warrant Consideration (Rs.)
1	Anjaneya Minerals Private Limited	Promoter Group	N.A.	6,608,600	759,989,000
2	Suresh Kumar Goyal	Promoter	Chairman cum Managing Director	347,800	39,997,000

3	Vikas Kumar Goyal	Promoter	CEO & Managing Director	347,800	39,997,000
4	Bhavesh Khetan	Non-promoter	COO & Executive Director	347,800	39,997,000
5	Bikash Agrawal	Non-promoter	CSO & Executive Director	347,800	39,997,000
6	Saurabh Patil	Non-promoter	Executive Director	347,800	39,997,000
7	Anu Garg	Non-promoter	Chief Financial Officer	347,800	39,997,000
Total				8,695,400	999,971,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Warrants is July 10, 2026, being the date 30 days prior to the date of this EOGM ("Relevant Date") on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT the minimum price of the Warrants so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Issue Price of Rs. 115/- (Rupees One Hundred Fifteen only) per Warrant, for preferential issue is not less than the floor price arrived at in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Warrants to the Proposed Allottee(s) under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- ii. The Warrant holder shall, subject to ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (One) Equity Share of Face value of Rs. 10/- (Rupees Ten Only) each against each Warrant.
- iii. The Warrants shall be convertible into Equity Shares, in one or more tranches, at the option of the Warrant holder, within a period of 18 (eighteen) months from the date of allotment of the Warrants. The right attached to the Warrants may be exercised by the Warrant holder by issuing a written notice ("Conversion Notice") to the Company, specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). Upon receipt of the applicable Warrant exercise amount from the Warrant holder in the designated bank account of the Company, the Company shall, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form on the Conversion Date specified in the Conversion Notice, in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.
- iv. The entire pre-preferential allotment Equity shareholding of the Proposed Allottee(s), if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- v. The Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of ICDR Regulations.
- vi. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.
- vii. The Proposed Allottee(s) of Warrants shall, on or before the date of allotment of warrants, pay an amount equivalent to at least 25% (i.e. the upfront amount)

of the price fixed per Warrant/Resulting equity share in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable by the Proposed Allottee(s) at the time of exercising the Conversion of Warrant.

- viii. The respective Warrant Holder shall make payment of Warrant subscription price and Warrant exercise price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- ix. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants in written specifying the number of warrants proposed to be exercised/ converted, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- x. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- xi. The said Warrants shall be issued and allotted by the Company to the Proposed Allottee(s) within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc. Allotment of Equity Shares pursuant to exercise of the Warrants will be completed within 15 days from the date of such exercise by the Proposed Allottee(s).
- xii. The Company shall re-compute the price of the Warrants/Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations.
- xiii. The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name and address of the Proposed Allottee(s) be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottee(s) inviting them to subscribe to the Warrants and the complete record of private placement be maintained in Form PAS-5 with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee of the Board, be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Allottee(s), listing of the equity shares upon exercise of Warrants, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, MCA, etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment of Warrants, allotment and listing of the equity shares arising there from, including utilization of the issue proceeds, cancelling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to

any committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the members be and hereby take note of certificate from Rohtash Agrawal & Co, Practicing Company Secretaries, as required under Regulation 163(2) of the ICDR Regulations certifying that the above issue of the Warrants is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

**By Order of the Board of Directors
of Sambhv Steel Tubes Limited**

Niraj Shrivastava
Company Secretary and Compliance Officer
Membership No. F8459
Raipur, July 16, 2026

Registered Office:
Office No. 501 to 511, Harshit Corporate, Amanaka,
Raipur, Chhattisgarh, 492001.
CIN: L27320CT2017PLC007918
Website: www.sambhv.com
E-mail: cs@sambhv.com
Tel.: 0771-222236

NOTES :

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) and the latest being 03/2025 dated September 22, 2025 permitted the holding of EOGM through Video Conferencing/ Other Audio

Visual Means (“VC/ OAVM”) facility without the physical presence of the Members at a common venue. In compliance with the MCA Circulars read with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), EOGM of the Company is being held through VC/ OAVM facility. The deemed venue for the EOGM shall be the Registered Office of the Company.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting forms part of this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of e-voting to its members in respect of the special business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with KFin Technologies Limited for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting, participation in the EOGM through VC/OAVM and the e-voting system on the date of the EOGM will be provided by Kfintech.
4. For the convenience of the members and proper conduct of the EOGM, Members shall login and join the EOGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1500 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. The EOGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, therefore physical attendance of Members has

been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EOGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EOGM, pursuant to Section 113 of the Act, at cs@sambhv.com.

6. In line with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of EOGM are being sent in electronic mode to Members whose names appear on the Register of Members/List of Beneficial owners as received from Kfintech and whose email address is available with the Company or the Depository Participants or RTA of the Company as on July 10, 2026.
7. Members may note that, Notice of the EOGM can also be accessed from the website of the Company at www.sambhv.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EOGM Notice is also disseminated on the website of Kfintech (agency for providing the Remote e-Voting facility) i.e. (<https://evoting.kfintech.com>) Kfintech.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the EOGM is annexed herewith. The Board of Directors ("the Board") has considered and decided to include the special business in the EOGM.
9. SEBI vide its notification(s)/ circular(s) dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members

holding shares in physical form are requested to dematerialize the shares held by them in physical form.

10. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to KFin Technologies Limited., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/ update of address, details of bank and PAN should be given to their respective Depository Participant.
11. 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 EOGM.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the EOGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such e-voting facility is in addition to e voting that will take place during the EOGM being held through VC/OAVM.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting during the EOGM. The Members who have cast their vote by remote e- voting prior to the EOGM may also join the EOGM through VC but shall not be entitled to cast their vote again.
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India. The following is the procedure given below:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder

has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sambhv.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR, (self-attested scanned copy of Aadhar Card) to cs@sambhv.com .
 - c. Alternatively, member may send an e-mail request to einward.ris@kfintech.com @nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - d. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
 - e. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, M/s. KFin Technologies Limited to enable servicing of notices / documents electronically to their e-mail address.
15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to M/s. KFin Technologies Limited / Company to update their Bank Account Details.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to KFin Technologies Limited.
17. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants.

Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or KFin Technologies Limited cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to August 03, 2026 ("Cut-Off date"), shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EOGM by following the procedure mentioned hereinafter.
19. The remote e-voting period will commence at 09:00 A.M. on August 07, 2026 and will end at 05:00 p.m. on August 09, 2026. In addition, the Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the EOGM. The Members desiring to vote through e-voting are requested to refer to the detailed procedure given hereinafter.
20. The Board of Directors has appointed **Mr. Rohtash Kumar Agrawal, Proprietor of M/s. Rohtash Agrawal & Co., Practicing Company Secretary**, (Membership No. F-5537, COP No. 4015), as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
21. Members who would like to ask questions/express their views on the business item to be transacted at the EOGM can send their questions / comments in advance by visiting URL <https://emeetings.kfintech.com> and clicking on the tab 'Post your Queries' during the period starting from Monday, August 3, 2026 (9:00 a.m. IST) to Sunday, August 9, 2026 (5:00 p.m. IST) mentioning their name, demat account no. / Folio no., Email Id., mobile number etc. The queries so raised must also be mailed to cs@sambhv.com. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
22. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the Registered office of the company during working hours except on holidays as well as in electronic

mode. Members can inspect the same by sending an email to cs@sambhv.com till the date of EOGM.

23. The Scrutinizer shall after the conclusion of e voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sambhv.com, websites of the Company's Registrar and Share Transfer Agents, KFintech at <https://evoting.kfintech.com/>. within two days of the passing of the resolution at the EOGM of the Company and shall also be communicated to the Stock Exchanges, BSE Limited and NSE where the shares of the Company are listed.

25. Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.

26. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

27. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the RTA.

28. In case of joint holders attending the EOGM together, only holder whose name appearing first will be entitled to vote.

29. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details and specimen signature) and nomination details by holders of securities in physical form.

30. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

31. All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above-mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

32. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with 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, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences at 9:00 a.m. (IST) on Friday August 7, 2026 and ends at 5:00 p.m. (IST) on Sunday August 9, 2026.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-EOGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-EOGM) of the Company on KFin system to participate e-EOGM and vote at the EOGM.

Details on Step 1 are mentioned below:

- I) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in	1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com

demat mode with NSDL	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. 2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 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 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.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi/ Easiest I. Visit URL: https://web.cdslindia.com/myeasitoken/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 Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (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:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- 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.
- After entering these details appropriately, click on "LOGIN".
- 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., ‘Sambhv Steel Tubes Limited’ - EOGM” 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 mentioned herein above. 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. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

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).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the EOGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id rohtashagrawal@yahoo.com. with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EOGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:
<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- Through electronic mode with e-sign by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EOGM of the Company through VC/OAVM and e-Voting during the meeting.**
- i. Member will be provided with a facility to attend the EOGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
 - ii. Facility for joining EOGM through VC/ OAVM shall open atleast 15 (fifteen) minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.

- v. As the EOGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EOGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions / queries received by the Company till August 9, 2026 shall only be considered and responded during the EOGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EOGM. E-voting during the EOGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EOGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EOGM shall be treated as invalid.
- viii. Facility of joining the EOGM through VC / OAVM shall be available for atleast 1500 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the EOGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EOGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from Thursday , August 6, 2026 (9:00 a.m. IST) to Sunday, August 9, 2026 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EOGM to only those Members who have registered themselves, depending on the availability of time for the EOGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which

will opened from Monday, August 3, 2026 (9:00 a.m. IST) to Sunday, August 9, 2026 (5:00 p.m. IST).

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Umesh Pandey, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, August 03, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of EOGM 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 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 who may require any technical assistance or support before or during the EOGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- 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. (in case of physical shareholders) or DP ID Client ID (in case of Demat shareholders) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for physical	MYEPWD <SPACE>

i.	XXX1234567890
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- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the EOGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

New Process:

Registrars & Transfer Agents (RTAs) and issuer companies will directly credit securities into investors' demat accounts. This is done via a depository-enabled workflow after prescribed due diligence.

Upon receipt of the requisite documents (Client Master Copy & Demat Conversion/Request Form authorized by your DP) , RTA will initiate the demat conversion and credit the shares into your account within 30 days of receipt of the aforesaid documents for enabling to send an intimation/LINK to your mail id and through SMS to your mobile by your DP.

You will be required to access your demat account and confirm the transaction displayed therein through a process of OTP generation and confirmation within 21 days of the receipt of the LINK.

Benefits for Investors:

Faster Access: Investors receive securities directly in their demat accounts without waiting for LOC issuance.

Reduced Paperwork: Eliminates physical documentation and manual confirmation steps.

Transparency & Security: Direct credit ensures fewer intermediaries, reducing risks of delays or errors.

Ease of Doing Investment: Aligns with SEBI's broader agenda to simplify and digitize securities market processes.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM/EOGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to ask questions/express their views on the business item to be transacted at the EOGM can send their questions / comments in advance by visiting URL <https://emeetings.kfintech.com> and clicking on the tab 'Post your Queries' during the period starting from Monday, August 3, 2026 (9:00 a.m. IST) to Sunday, August 9, 2026 (5:00 p.m. IST) mentioning their name, demat account no. / Folio no., Email Id., mobile number etc. The queries so raised must also be mailed to cs@sambhv.com. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013 setting out all the material facts relating to special business:

Item No 1.: Issuance of fully convertible equity warrants on preferential basis to the persons belonging to Promoters, Promoter Group and/or Non-Promoter Category

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue Convertible Equity Warrants (“**Warrants**”) by way of Preferential allotment on a preferential basis to the Proposed Allottee(s).

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant before the allotment of Equity Shares. The issue and allotment of the Warrants and the Equity Shares by the Company to shall be in accordance with the Companies Act, 2013 and rules thereunder, ICDR Regulations, Listing Regulations, and subject to the receipt of necessary approvals from the statutory authorities, if any.

Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares upon conversion of Warrants. Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (“Companies Act, 2013”) as well as applicable regulations of the ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Act and the SEBI ICDR Regulations:

Particulars of the Preferential Allotment including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on July 15, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 8,695,400 (Eight Million Six Hundred Ninety-Five Thousand Four Hundred only) Warrants of the Company having a face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs. 115/- (Rupees One Hundred Fifteen only) per Warrant (including a premium of Rs.105/- (Rupees One Hundred Five only) per Warrant) being not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations, for an aggregate consideration not exceeding Rs. 999,971,000/- (Rupees Nine Hundred Ninety-Nine Million Nine Hundred Seventy-One Thousand Only) to the following Promoter(s), Promoters and non-promoter group, (proposed allottee(s)) for cash consideration, by way of a preferential issue.

Sr. No.	Name of Proposed Allottee(s)	Category	Designation in the Company	No. of Warrants proposed to be issued	Warrant Consideration (Rs.)
1	Anjaneya Minerals Private Limited	Promoter Group	N.A.	6,608,600	759,989,000
2	Suresh Kumar Goyal	Promoter	Chairman cum Managing Director	347,800	39,997,000
3	Vikas Kumar Goyal	Promoter	CEO & Managing Director	347,800	39,997,000
4	Bhavesh Khetan	Non-promoter	COO & Executive Director	347,800	39,997,000
5	Bikash Agrawal	Non-promoter	CSO & Executive Director	347,800	39,997,000
6	Saurabh Patil	Non-promoter	Executive Director	347,800	39,997,000
7	Anu Garg	Non-promoter	Chief Financial Officer	347,800	39,997,000

Total		8,695,400	999,971,000
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i) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

Up to 8,695,400 (Eight Million Six Hundred Ninety-Five Thousand Four Hundred) Warrants of the Company having a face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs. 115/- (Rupees One Hundred Fifteen only) per Warrant (including a premium of Rs.105/- (Rupees One Hundred Five only) per Warrant), for an aggregate consideration not exceeding Rs.999,971,000 (Nine Hundred Ninety-Nine Million Nine Hundred Seventy-One Thousand Only), such price being not less than the minimum price determined as on the Relevant Date July 10, 2026 determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

ii) Basis on which the price has been arrived at and justification for the price (including premium, if any)

In case of listed entities, allotment of shares/securities by way of Preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

The issue price of the Warrants has been determined in accordance with the provisions of Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The issue price of **Rs. 115.00/- (Rupees One Hundred Fifteen only) per Warrant** proposed to be issued on a preferential basis is not less than the floor price determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

The floor price has been determined as the higher of the following prices:

- 90-trading days' Volume Weighted Average Price (VWAP):** Rs. 112 per equity share of the Company quoted on **NSE Limited**, being the stock exchange on which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 trading days prior to the Relevant Date;

or

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2. **10-trading days' Volume Weighted Average Price (VWAP):** Rs. 114 per equity share of the Company quoted on **NSE Limited**, being the stock exchange on which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 10 trading days prior to the Relevant Date.

Accordingly, the minimum floor price determined under Regulation 164 of the SEBI ICDR Regulations is **Rs. 114 per Warrant**. Since the proposed issue price of **Rs. 115/- (Rupees One Hundred Fifteen only) per Warrant** is higher than the minimum floor price so determined, the proposed issue is in compliance with the pricing requirements prescribed under Chapter V of the SEBI ICDR Regulations.

The equity shares of the Company are listed on **NSE Limited** and **BSE Limited** and are frequently traded in accordance with the provisions of the SEBI ICDR Regulations.

Further, the method of determination of price as prescribed under the Articles of Association of the Company is not applicable, as the Articles of Association are silent with respect to the determination of the minimum issue price/floor price for securities proposed to be issued on a preferential basis.

The proposed preferential issue is **not expected to result in allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company** to any proposed allottee or to allottees acting in concert. Accordingly, the provisions of Regulation 166A of the SEBI ICDR Regulations relating to obtaining a valuation report from an independent registered valuer are **not applicable** to the proposed preferential issue.

In view of the above, the Board of Directors has approved the issue of Warrants on a preferential basis to the Proposed Allottees at an issue price of **Rs.115/- (Rupees One Hundred Fifteen only) per Warrant**, determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

Further, as required under Regulation 163(2) of the SEBI ICDR Regulations, the Company has obtained a certificate from the Practicing Company Secretary certifying that the proposed preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, including the pricing requirements prescribed under Regulation 164 thereof. The said certificate shall be available for inspection by the Members in the manner specified in the Notice convening the Extraordinary General Meeting.

iv) Name and Address of the Practicing Company Secretary Issuing the Certificate under Regulation 163(2) of the SEBI ICDR Regulations

Mr. Rohtash Kumar Agrawal,

Proprietor of M/s. Rohtash Agrawal & Co.,

Practicing Company Secretary,

(Membership No. F-5537, COP No. 4015),

v) The amount which the company intends to raise by way of such securities.

An aggregate consideration not exceeding Rs.999,971,000/- (Rupees Nine Hundred Ninety-Nine Million Nine Hundred Seventy-One Thousand Only).

vi) Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company intends to utilize the proceeds raised through the issue of Warrants ("Issue Proceeds") towards the following object:

- a) To invest in Subsidiary by way of equity and/or quasi capital and/or debt and/or combination thereof to fund the acquisition and installation of land, Shed & Building, new plant and machinery for Greenfield and/or brownfield project, technology acquisition, research and development expenditure.
- b) To utilize the proceeds towards capital expenditure as may be identified and approved by the Board from time to time. Additionally, funds will be used for modernization of existing facilities through upgradation of machinery and technology to enhance operational efficiency, reduce costs, and improve product quality.
- c) To utilize the funds to meet its incremental working capital requirements arising from business expansion. This will support higher scale of operations, including procurement, inventory holding, and receivables.
- d) To meet general corporate purpose - Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies and/or any other general purposes as may be permissible under applicable laws.

The issue proceeds shall be utilized within 24 months from the date of allotment.

Since the Preferential Issue includes Convertible Warrants, the Issue Proceeds shall be received by the Company within a period of 18 (eighteen) months from the date of allotment of such Warrants, in accordance with the provisions of Chapter V of the

SEBI ICDR Regulations. Based on the estimates of our management, the entire Issue Proceeds are proposed to be deployed towards the Objects of the Issue, in phases, depending upon the Company's business requirements and availability of Issue Proceeds.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws and in accordance with applicable circulars issued by SEBI and/or Stock Exchanges, from time to time.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other short term funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% of the amount specified for that object of issue size depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. The Company would have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to temporarily invest funds in money market mutual funds, current account and/or deposits with scheduled banks.

vii) Monitoring of utilization of Issue Funds

Pursuant to Regulation 162A of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the appointment of a Monitoring Agency is mandatory only where the size of the proposed preferential issue exceeds **Rs. 100 crore**.

Since the aggregate size of the proposed preferential issue is **less than Rs. 100 crore**, the provisions relating to the appointment of a Monitoring Agency under Regulation 162A of the SEBI ICDR Regulations are **not applicable** to the proposed preferential issue. Accordingly, the Company is not required to appoint a Monitoring Agency for monitoring the utilization of the issue proceeds.

viii) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is July 10, 2026, i.e., 30 (thirty) days prior to the date of the shareholders' approval, i.e., Monday, August 10, 2026.

ix) The class or classes of persons to whom the allotment is proposed to be made.

The issue of Warrants on preferential basis is proposed to be made to the following Proposed Allottees:

S.No.	Name of Proposed Allottee(s)	Category	Designation in the Company	No. of Warrants proposed to be issued	Warrant Consideration (Rs.)
1	Anjaneya Minerals Private Limited	Promoter Group	N.A.	6,608,600	759,989,000
2	Suresh Kumar Goyal	Promoter	Chairman cum Managing Director	347,800	39,997,000
3	Vikas Kumar Goyal	Promoter	CEO & Managing Director	347,800	39,997,000

4	Bhavesh Khetan	Non-promoter	COO & Executive Director	347,800	39,997,000
5	Bikash Agrawal	Non-promoter	CSO & Executive Director	347,800	39,997,000
6	Saurabh Patil	Non-promoter	Executive Director	347,800	39,997,000
7	Anu Garg	Non-promoter	Chief Financial Officer	347,800	39,997,000
Total				8,695,400	999,971,000

x) Intent of the promoters, directors, or key management personnel of the Company to subscribe to the Preferential Issue.

Apart from the Proposed Allottee(s) categorized as Promoter, Promoter Group and Non Promoter Group for the Convertible Warrants, as mentioned in Table above, no promoter or any director or key management person intend to subscribe to the present preferential issue.

xi) Proposed time frame within which the Preferential Issue shall be completed.

As required under the SEBI ICDR Regulations, the Warrants on preferential basis shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Proposed Allottee(s) of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

xii) Principal terms of assets charged as securities.

Not applicable.

xiii) Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure - 1 to this Notice for details.

xiv) Identity of the natural persons who are the ultimate beneficial owners of the Fully Convertible Equity Warrants proposed to be allotted and/or who ultimately control the Proposed Allottee(s), the percentage of post Preferential Issue capital that may be held by them

Identity of the natural persons and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Present pre-issue shareholding		Post issue shareholding		Ultimate beneficial Owner
		Pre-issue holding	% of total equity capital	Post-issue holding	% of total equity capital*	
Anjaneya Minerals Private Limited	Promoter Group	-	-	6,608,600	2.18	N.A.*

**The percentage of the total equity share capital has been calculated on the basis of the post-issue fully diluted equity share capital, assuming full conversion of all 8,695,400 (Eight Million Six Hundred Ninety-Five Thousand Four Hundred only) Convertible Equity Warrants proposed to be allotted into an equivalent number of equity shares of the Company.*

**The shareholding pattern of Anjaneya Minerals Private Limited consists of all individual shareholders and hence there is no Ultimate Beneficial Owner.*

xv) Material terms of raising such securities

The material terms of the proposed preferential issue of the Warrants are stipulated in the Special Resolution as set out at Item No. 1 of this Notice.

xvi) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

The Company has not made any allotment on a preferential basis during the current financial year 2026-27. Accordingly, no securities have been allotted on a preferential basis during the current financial year prior to the proposed preferential issue set out in the accompanying Notice.

xvii) The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the Proposed Allottee(s).

There will be no change in control in the Company consequent to the completion of the preferential issue to the Proposed Allottee(s). The percentage of post preferential issue capital that will be held by the Proposed Allottee(s) is given below:

Name of the proposed Allottee(s)	Category	Present pre-issue shareholding		Post issue shareholding	
		Pre-issue holding	% of total equity capital	Post-issue holding	% of total equity capital*
Anjaneya Minerals Private Limited	Promoter Group	-	-	6,608,600	2.18
Suresh Kumar Goyal	Promoter	18,536,250	6.29	18,884,050	6.22
Vikas Kumar Goyal	Promoter	18,536,250	6.29	18,884,050	6.22
Bhavesh Khetan	Non-promoter	4,666,660	1.58	5,014,460	1.65
Bikash Agrawal	Non-promoter	-	-	347,800	0.11
Saurabh Patil	Non-promoter	-	-	347,800	0.11
Anu Garg	Non-promoter	86,006	0.03	433,806	0.14

**The percentage of the total equity share capital has been calculated on the basis of the post-issue fully diluted equity share capital, assuming full conversion of all 8,695,400 (Eight Million Six Hundred Ninety-Five Thousand Four Hundred only) Convertible Equity Warrants proposed to be allotted into an equivalent number of equity shares of the Company.*

xviii) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

Apart from the Proposed Allottee(s) categorized as Promoter, Promoter Group and Non Promoter Group for the Convertible Warrants, as mentioned, no promoter or any director or key management person intend to subscribe to the present preferential issue.

xix) Valuation and Justification for the allotment proposed to be made for consideration other than cash.

Not applicable. Further, the Company has proposed to issue the Warrants for cash consideration.

xx) Lock-in Period

The Warrants and equity share pursuant to exercise of options against such Warrant by the Warrant Holder to be allotted on a preferential basis shall be locked in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

xxi) The current and proposed status of the Proposed Allottee(s) post Preferential Issue namely, promoter or non-promoter

Name of the proposed Allottees	Current Status	Proposed Status
Anajenya Minerals Private Limited	Promoter Group	Promoter Group
Suresh Kumar Goyal	Promoter	Promoter
Vikas Kumar Goyal	Promoter	Promoter
Bhavesht Khetan	Non-promoter	Non-promoter
Bikash Agrawal	Non-promoter	Non-promoter
Saurabh Patil	Non-promoter	Non-promoter
Anu Garg	Non-promoter	Non-promoter

xxii) Undertakings

- Disclosures specified in Schedule VI of the SEBI ICDR Regulations are not required as none of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of Directors or Promoter of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.

2. The Company is eligible to make the preferential issue to the Proposed Allottee(s) under Chapter V of the SEBI ICDR Regulations.
3. The Company shall re-compute the price of the Warrants to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee(s).
5. The Company shall make an application seeking in-principle approval to the stock exchange(s), on the same day when this notice of is circulated for seeking shareholders' approval by way of special resolution.
6. The Proposed Allottees are not categorized as wilful defaulter(s) or fraudulent borrowers or fugitive economic offenders as defined under the SEBI ICDR Regulations.
7. The Company is, and immediately after the proposed preferential issue shall continue to be, in compliance with the conditions for continuous listing of its equity shares as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the listing agreement (to the extent applicable), and all applicable circulars, notifications, and directions issued by the Securities and Exchange Board of India ("SEBI") and the stock exchange(s) where the equity shares of the Company are listed.

xxiii) Company Secretary's Certificate

The certificate from Rohtash Agrawal & Co, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://www.sambhv.com/investor-information.php>

xxiv) Other disclosures

a) Proposed Allottee(s) have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date i.e. July 10, 2026 and they further confirmed that are eligible under SEBI ICDR Regulations to undertake the preferential issue.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Warrants proposed to be allotted shall not be listed. The resultant equity shares upon conversion of the Warrants shall be listed on BSE and NSE, once allotted, such equity shares shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

d) Regulation 166A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is not applicable to the proposed preferential issue, as the proposed allotment to each allottee does not exceed 5% of the post-issue fully diluted share capital of the Company. Accordingly, the pricing of the preferential issue has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, including Regulation 164, and the provisions of Regulation 166A are not attracted.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Convertible Equity Warrants to the Proposed Allottee(s) is being sought by way of a special resolution as set out in the said item no. 1 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Mr. Suresh Kumar Goyal, Promoter, Chairman & Managing Director, Mr. Vikas Kumar Goyal, Promoter & Managing Director, Mr. Bhavesh Khetan, Executive Director, Mr. Bikash Agrawal, Executive Director, Mr. Saurabh Patil, Executive Director and Ms. Anu Garg, Chief Financial Officer (Key Managerial Personnel), and their respective relatives, are interested in the Special Resolution as Promoters/Promoter Group, Directors, Key Managerial Personnel and shareholders of the Company.

Apart from the aforesaid, 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 Special Resolution set out at Item No. 1 of this Notice.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Warrants through a

Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 01 of this Notice for approval of the Members.

Annexure to the Notice

Annexure - 1

S.no.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Holding	No. of shares held	% of Holding*
A	Promoter & Promoter Group				
1	Indian Promoters	165329292	56.11%	172633492	56.91%
2	Foreign Promoters	-	-	-	-
	Sub- Total -A	165329292	56.11%	172633492	56.91%
B	Public Shareholding				
1	Institutions	-	-	-	-
a.	Mutual Funds/UTI	4437634	1.51%	4437634	1.46%
b	Venture Capital Funds	-	-	-	-
c.	Alternate Investment Funds	4904225	1.66%	4904225	1.62%
d.	Foreign Venture Capital Funds	-	-	-	-
e.	Foreign Portfolio Investors -Corporate	4513574	1.53%	4513574	1.49%
f.	Financial Institutions/Banks	45000	0.02%	45000	0.01%
g.	Insurance Companies	-	-	-	-
h.	Provident Funds/Pension Funds/any other	-	-	-	-
i.	Foreign Institution Investors	-	-	-	-
j..	Qualified Foreign Investor	-	-	-	-
k.	Qualified Foreign Investor - Corporate	-	-	-	-
l.	Bank Foreign	-	-	-	-

m.	Foreign Nationals	-	-	-	-
	Sub-Total-B(1)	13900433	4.72%	13900433	4.58%
2	Central Government/State Government(s)	-	-	-	-
	Sun-Total - B(2)	-	-	-	-
3	Non-Institutions				
a.	Individual shareholders holding upto 2lakh	31992569	10.86%	31992569	10.55%
b.	Individual shareholders holding in excess of 2 lakh	66360449	22.52%	67751649	22.33%
c.	NBFCs Registered with RBI	-	-	-	-
d.	Employee Trusts	-	-	-	-
e.	Overseas Depositories (holding DRs)	-	-	-	-
f.	Any Other	3479477	1.18%	3479477	1.15%
g.	Body Corporates	10792408	3.66%	10792408	3.56%
h.	Clearing Members	-	-	-	-
i.	Trust	-	-	-	-
j.	Non-Resident Indians	2816801	0.96%	2816801	0.93%
	Sub-Total - B(3)	115441704	39.18%	116832904	38.51%
	Total Public Shareholding-B	129342137	43.89%	130733337	43.09%
C	Shares held by Custodians against DRs/FCCBs etc.	-	-	-	-
	GRAND TOTAL (A+B+C)	294671429	100.00%	303366829	100.00%

**The percentage of the total equity share capital has been calculated on the basis of the post-issue fully diluted equity share capital, assuming full conversion of all 8,695,400 (Eight Million Six Hundred Ninety-Five Thousand Four Hundred only) Convertible Equity Warrants proposed to be allotted into an equivalent number of equity shares of the Company*

**By Order of the Board of Directors
of Sambhv Steel Tubes Limited**

Niraj Shrivastava
Company Secretary and Compliance Officer
Membership No. F8459
Raipur, July 16, 2026

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