Date: 16th September 2026

To,	To,
Department of Corporate Services	**Listing Department**
BSE Limited	**National Stock Exchange of India Ltd**
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Plot No. C/1, G Block, Bandra
Dalal Street,	Kurla Complex, Bandra (East), Mumbai –
Mumbai - 400001	400051

Scrip Code: 543528 **ISIN- INE0JA001018** **Symbol: VENUSPIPES**

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI Listing Obligation and Disclosure Requirement) Regulations, 2015, please find enclosed herewith:

- The Notice of 01/FY2026-27 Extraordinary General Meeting ("EGM") schedule to be held on Thursday, 08th October 2026 at 03:00 p.m. (IST) through Video Conference (VC) / (VC) / Another Audio-Visual Means (OAVM).

The Notice of the EGM is being dispatched today i.e. 16th September 2026 through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants/ Registrar and Transfer Agent and shall also be made available on the website of the Company at https://www.venuspipes.com.

This is for your information and for the public at large.

Kindly take the same on your record.

Thanking you,
Yours faithfully,

For **Venus Pipes & Tubes Limited**

Pavan Kumar Jain
Digitally signed by Pavan Kumar Jain
Date: 2026.09.16 20:32:46 +05'30'

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

Venus Pipes & Tubes Limited
(CIN: L24311GJ2015PLC082306)
Regd. Office: Survey No. 233/2 and 234/1 Dhaneti, Bhuj, Kachchh GJ 370020 IN
Phone No.: +91 2836 232 183/84
Email Id- cs@venuspipes.com
Website - www.venuspipes.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of **Venus Pipes & Tubes Limited** (CIN: **L24311GJ2015PLC082306**) ("The company"), will be held on **Thursday, 08th October 2026 at 03:00 p.m. (IST)** through video conferencing ('VC') / other audio-visual means ('OAVM') for which purpose the Registered office at **Survey No. 233/2 and 234/1, Dhaneti, Bhuj 370020 Kachchh Gujarat India,** shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

Item No. 1

Issuance of Equity Shares of the Company on a Preferential Basis:

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

"RESOLVED THAT pursuant to Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, up to 22,27,544 (Twenty Two Lakh Twenty Seven Thousand Five Hundred Forty Four) Equity Shares having a face value of Rs. 10 each at an issue price of Rs. 1,670/- per Equity Share (including a premium of Rs. 1,660/- 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) to the proposed allottees (as mentioned below) on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members ("Preferential Issue of Equity Shares"):

Sr. No.	Name of Proposed Allottee(s) of Equity Shares	Category	Up to No. of Equity Shares to be Allotted
1	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	Non – Promoter/ Public	1,48,083
2	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPORTUNITIES FUND	Non – Promoter/ Public	2,37,305
3	ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	Non – Promoter/ Public	95,508
4	ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	Non – Promoter/ Public	15,389
5	INDIA ACORN FUND LTD	Non – Promoter/ Public	42,634
6	KITARA PIIN 2401	Non – Promoter/ Public	2,99,401
7	WHITEOAK CAPITAL EQUITY FUND	Non – Promoter/ Public	17,964
8	WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK CAPITAL EQUITY FUND II	Non – Promoter/ Public	1,19,760
9	WHITEOAK CAPITAL INDIA OPPORTUNITIES FUND	Non – Promoter/ Public	2,51,497
10	AARYA RAKESH DOSHI	Non – Promoter/ Public	11,976
11	WHITEOAK CAPITAL ELSS TAX SAVER FUND	Non – Promoter/ Public	29,940
12	BENGAL FINANCE AND INVESTMENT PVT LTD	Non – Promoter/ Public	1,79,640
13	ASHISH KACHOLIA	Non – Promoter/ Public	1,79,640
14	CARNELIAN BHARAT AMRITKAAL FUND	Non – Promoter/ Public	2,12,581
15	CARNELIAN BHARAT AMRITKAAL FUND-2	Non – Promoter/ Public	86,826
16	TATA BUSINESS CYCLE FUND	Non – Promoter/ Public	89,820
17	TATA MULTICAP FUND	Non – Promoter/ Public	89,820
18	KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.	Non – Promoter/ Public	1,19,760
Total			**22,27,544**

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as **08th September 2026**, being the date 30 days prior to the date of Extraordinary General Meeting i.e. **08th October 2026**."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions:

I. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
II. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
III. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
IV. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
V. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
VI. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s) as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

"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 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
For **VENUS PIPES & TUBES LIMITED**

Sd/-
Pavan Kumar Jain
Company Secretary & Compliance Officer
M No A66752

Date: 16 September, 2026
Place: Dhaneti

Registered Office:
Survey No. 233/2 and 234/1, Dhaneti, Bhuj 370020 Kachchh Gujarat India

Notes:

1) The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 8, 2020, read with General Circular No. 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, including General Circular No. 03/2025 dated September 22, 2025 (collectively, the "MCA Circulars"), has permitted companies to convene extraordinary general meetings through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and the MCA Circulars, the Extraordinary General Meeting ("EGM") of the Company is being convened through VC/OAVM.

2) The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning the Special Business to be transacted at the EGM, is annexed to this Notice. Further, additional information as required under the SEBI ICDR Regulations and the circulars issued thereunder is also provided.

3) Company is providing VC/OAVM facility to its members to attend the EGM through Kfin Technologies Limited ("KFintech").

4) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

5) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large members (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 EGM without restriction on account of first come first served basis.

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

7) In compliance with the MCA Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent / Depository Participants / Depositories.

   Members may note that the Notice of the EGM will also be available on the Company's website https://www.venuspipes.com/,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, and on the website of the KFintech at www.kfintech.com.

8) Members who have not registered their e-mail address are requested to register the same, in respect of shares held in dematerialised form, with their respective Depository Participant(s) and, in respect of shares held in physical form by submitting Form ISR-1 along with self-attested copy of the PAN card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at einward.ris@kfintech.com.

9) The Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10) All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e., October 8, 2026. Members seeking to inspect such documents can send an email to cs@venuspipes.com.

11) In compliance with the provisions of Section 108 of the Act read with the applicable rules made thereunder, Regulation 44 of the SEBI Listing Regulations and the applicable SEBI circulars, the Company is providing to its Members the facility to exercise their right to vote on the resolutions proposed to be passed at the EGM by electronic means through remote e-voting services provided by KFintech. The instructions for remote e-voting are annexed to this Notice. Members who have cast their votes through remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again.

12) Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., Thursday, October 1, 2026, may cast their votes electronically. The e-voting period commences on Sunday, October 4, 2026 at 9:00 a.m. (IST) and ends on Wednesday, October 7, 2026, at 5:00 p.m. (IST). The remote e-voting module will be disabled by KFintech thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, October 1, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

13) Any person, who becomes a Member of the Company after dispatch of the Notice of EGM and hold shares as on Thursday, October 1, 2026 ("cut-off date"), may obtain the login ID and password by sending a request to evoting@kfintech.com. However, if such person 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.

14) The facility for voting during the EGM will also be made available. Members present in the EGM through VC/OAVM and who 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 the e-voting system during the EGM.

15) The Board of Directors of the Company at their meeting held on Wednesday, September 16, 2026, have appointed Mr. Piyush Prajapati (Membership No.: F12711 and COP No.: 18332), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the EGM in a fair and transparent manner.

16) The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting and e-voting during the EGM and submit a consolidated Scrutinizer's Report to the Chairman of the Company or any person authorised by him in writing. The results of voting along with the Scrutinizer's Report shall be declared within two working days from the conclusion of the EGM. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at https://www.venuspipes.com/ and on the website of KFintech and shall simultaneously be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. The Scrutinizer's decision on the validity of votes cast shall be final.

17) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

18) The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at https://www.venuspipes.com/.

19) SEBI has established a common Online Dispute Resolution Portal ("SMART ODR Portal") for resolution of disputes arising in the Indian securities market. In accordance with the applicable SEBI circulars, investors may initiate dispute resolution through the SMART ODR Portal at https://smartodr.in/login after exhausting the option to resolve their grievances with the Company and/or its Registrar and Share Transfer Agent ("RTA") and through the SEBI Complaints Redress System ("SCORES") platform.

20) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any transfer, transmission or transposition requests for securities shall be processed in demat/electronic form only. Further, SEBI, vide its Master Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, has mandated the listed companies to issue the securities in dematerialised form only while processing investor service requests viz. issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

21) As per SEBI circular no. HO/38/13/(3)2026-MIRSDPOD/I/3763/2026 dated January 30, 2026, the requirement of issuance of a Letter of Confirmation ("LOC") by the Company/ RTA has been dispensed with for the aforesaid investor service requests with effect from April 2, 2026. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of latest Client Master List with duly filled demat conversion request form to the RTA. In view of the same and to eliminate the risks associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard

22) Members holding shares in physical form are requested to update their PAN, KYC details, bank account details, specimen signature and nomination details, in accordance with the applicable SEBI circulars.

For this purpose, Members may submit the relevant forms, as applicable, to the Company's Registrar and Transfer Agent, KFin Technologies Limited:

Form ISR – 1	Request for registering PAN, bank account details, signature, mobile, email-id, address or changes /updation thereof.
Form ISR – 2	Confirmation of Signature of securities holder by the Banker
Form SH – 13	Nomination Form
Form ISR – 3	Declaration of Nomination opt – out
Form SH – 14	Change in Nomination

The aforesaid forms are available on the Company's website at https://www.venuspipes.com/. Members are requested to submit the duly completed forms along with the prescribed supporting documents to the Company's RTA.

23) Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.

24) **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

i. In compliance with the provisions of Sections 108 and110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	**End of Remote e-voting**
Sunday, October 4, 2026 at 9:00 a.m. (IST)	Wednesday, October 7, 2026, at 5:00 p.m. (IST)

iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on 01st October 2026, i.e., cut-off date, may cast their vote by remote e-voting.

v. Mr. Piyush Prajapati (Membership No.: F12711 and COP No.: 18332), Practicing Company Secretary is appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the EGM in a fair and transparent manner.

vi. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting and e-voting during the EGM and submit a consolidated Scrutinizer's Report to the Chairman of the Company or any person authorised by him in writing. The results of voting along with the Scrutinizer's Report shall be declared within two working days from the conclusion of the EGM.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at https://www.venuspipes.com/ and on the website of KFintech and shall simultaneously be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. The Scrutinizer's decision on the validity of votes cast shall be final.

vii. The process and manner for remote e-voting is as under:

a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.

b. E-voting process has been enabled for 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.

c. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

d. The process and manner of remote e-voting is explained below:

i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. **Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login
Individual Members holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. **Existing Internet-based Demat Account Statement ("IDeAS") facility Users:** i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. **'VENUS PIPES & TUBES LIMITED"** or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. 3. **Those not registered under IDeAS:** i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.

	vii. Click on company name i.e **VENUS PIPES & TUBES LIMITED** or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	**1. Existing user who has opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility:** i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. **2. User not registered for Easi/ Easiest** i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. **3. Alternatively, by directly accessing the e-voting website of CDSL** i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘**VENUS PIPES & TUBES LIMITED**’ or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.

Type of Member	Login Method
Individual Members login through their demat accounts / website of DPs	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against '**VENUS PIPES & TUBES LIMITED**' or 'KFin'. Members will be redirected to e-voting website of KFin for casting their 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 102 0990** and **1800 22 4430**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **022-23058542-43**

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com.

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail 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., ‘VENUS PIPES & TUBES LIMITED’ 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. In case you do not desire to cast your vote, 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, 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.

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

1. Attending e-EGM: Members will be provided with a facility to attend the e-EGM through the VC/OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com and click on “Video Conference” to access the shareholders’/members’ login by using the remote e-voting credentials. The link for the e-EGM will be available in the shareholders’/members’ login, where the EVENT and the name of the Company can be selected.

2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

3. Members are encouraged to Join the Meeting through Laptops with Google Chrome for better experience.

4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.

5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. EGM Questions prior to e-EGM: Shareholders who wish to post questions prior to the EGM may log in to https://emeetings.kfintech.com and click on “Post Your Questions” to submit their queries/views by providing their name, demat account number/folio number, email ID and mobile

number. Questions will be answered only if the shareholder continues to hold shares as on the cut-off date, as per the beneficiary position.

7. Due to limitations of transmission and coordination during the Q&A session, the Chairman may dispense with the speaker registration during the e-EGM conference.

8. Speaker Registration during e-EGM session: In case of decision to allow the Q&A session in the meeting, members may log into https://emeetings.kfintech.com and click on "Speaker Registration, by mentioning the demat account number/folio number, city, email id, mobile number and submit.

Members who wish to be a speaker or would like to express their views or ask Questions during the EGM may register themselves as a "speaker, by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@venuspipes.com from Sunday, October 4, 2026 (09:00 a.m. IST) and ends on Wednesday, October 7, 2026 (5:00 p.m. IST).

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

General Guidelines for Members:

1. All Members including Institutional Investors, are encouraged to attend and vote at the EGM. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote to the Scrutinizer through email at cspiyushprajapati@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format VENUS_EVENT No. 10253.

2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of https://evoting.kfintech.com or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1: Issuance of Equity Shares of the Company on a Preferential Basis

The Board has explored various options and proposed to raise funds by way of issue of Equity Shares on preferential basis, for the purpose as detailed below. The board of directors of the Company ("Board") in their meeting held on 16th September 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 22,27,544 (Twenty Two Lakh Twenty Seven Thousand Five Hundred Forty Four) Equity Shares having a face value of Rs. 10 each at an issue price of Rs. 1670/- per Equity Share (including a premium of Rs. 1660/- 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) to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of Proposed Allottee(s) of Equity Shares	Category	Up to No. of Equity Shares to be Allotted
1	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	Non – Promoter/ Public	1,48,083
2	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPORTUNITIES FUND	Non – Promoter/ Public	2,37,305
3	ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	Non – Promoter/ Public	95,508
4	ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	Non – Promoter/ Public	15,389
5	INDIA ACORN FUND LTD	Non – Promoter/ Public	42,634
6	KITARA PIIN 2401	Non – Promoter/ Public	2,99,401
7	WHITEOAK CAPITAL EQUITY FUND	Non – Promoter/ Public	17,964
8	WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK CAPITAL EQUITY FUND II	Non – Promoter/ Public	1,19,760
9	WHITEOAK CAPITAL INDIA OPPORTUNITIES FUND	Non – Promoter/ Public	2,51,497
10	AARYA RAKESH DOSHI	Non – Promoter/ Public	11,976
11	WHITEOAK CAPITAL ELSS TAX SAVER FUND	Non – Promoter/ Public	29,940
12	BENGAL FINANCE AND INVESTMENT PVT LTD	Non – Promoter/ Public	1,79,640
13	ASHISH KACHOLIA	Non – Promoter/ Public	1,79,640
14	CARNELIAN BHARAT AMRITKAAL FUND	Non – Promoter/ Public	2,12,581
15	CARNELIAN BHARAT AMRITKAAL FUND-2	Non – Promoter/ Public	86,826

16	TATA BUSINESS CYCLE FUND	Non – Promoter/ Public	89,820
17	TATA MULTICAP FUND	Non – Promoter/ Public	89,820
18	KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.	Non – Promoter/ Public	1,19,760
Total			**22,27,544**

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members for the resolutions as set out in the notice, by way of a special resolution.

The Preferential Issue will be undertaken by way of a private placement in accordance with Section 42 of the Act. The offer shall be made only to the Proposed Allottees identified by the Board, through a private placement offer-cum-application letter in Form PAS-4, and shall not carry any right of renunciation. The subscription consideration shall be paid by the respective Proposed Allottees through banking channels from their respective bank accounts. The monies received shall be kept in a separate bank account maintained with a scheduled bank and shall not be utilised unless the allotment is completed and the return of allotment is filed with the Registrar of Companies in accordance with Section 42 of the Act.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

1) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

2) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

3) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

4) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.

5) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the respective Investor.

6) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

The objects of the preferential issue:

i. **The objects of the preferential issue:**

The proceeds of the preferential issue will be utilized for the following purposes:

a) Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company

Our Company has entered into various borrowing arrangements from various banks and financial institutions.

Our Company intends to utilise an aggregate amount of INR 344 crores from the Issue Proceeds towards repayment/prepayment (including estimated prepayment charges) together with accrued interest payments if any thereon of all or a portion of certain outstanding borrowings availed by our Company.

Sr No.	Particulars	Total Estimated amount to be utilised for each of the Objects (Rs in Crores)*	Tentative Timeline for utilization of Issue Proceeds from the from the date of filing of return of allotment in form PAS-3 with Registrar of Companies
1	Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company (including estimated prepayment charges, if any), together with interest payments accrued thereon.	344.00	Within 6 months
2	General Corporate purposes**	28.00	Within 6 months
	Total	**372.00**	

*Rounded off up to 2 digits

**The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

b) General Corporate purpose : Up to 25% of the issue proceeds will be utilised for general corporate purpose which may include , but are not restricted to issue related expenses , strategic initiatives, funding growth opportunities, short term working capital requirement, any additional capital expenditure , maintenance of plant & machineries , support functions , business development , marketing and branding ,administrative and operational expenses, meeting corporate exigencies and any other purpose in the ordinary course of business , as may be approved by the Board, from time to time , subject to compliance with applicable law ("General Corporate Purpose ")

ii. Utilization of Issue Proceeds

Given that the funds to be received against equity shares which will be fully paid up and the quantum of funds required on different dates may vary, therefore, the broad range of receipt of funds and intended use of the issue proceeds for the above objects is set out herein below:

S. No.	**Particulars**	**Total estimated amount to be utilised for each of the Objects* (INR in crore)**	**Commencement Date for Utilization of Issue Proceeds**	**Tentative Timeline for Utilization**
1.	Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company (including estimated prepayment charges, if any), together with interest payments accrued thereon.	344.00	From the date of filing of return of allotment in form PAS-3 with Registrar of Companies	Within 6 months
2.	General corporate purposes	28.00	From the date of filing of return of allotment in form PAS-3 with Registrar of Companies	Within 6 months
Total		**372.00**		

*Rounded off up to 2 digits

Note:

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% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors subject to compliance with applicable laws. Further, the timelines for utilisation may be extended by the Board, where necessary, subject to compliance with applicable laws.

Also note that the above stated fund requirements are based on internal management estimates and the current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest rate fluctuations. 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. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management, however the same will be done in compliance with applicable laws.

iii. Interim Use of issue proceeds: -

Pending utilisation of the Issue Proceeds for the Objects stated above, the Company may, in accordance with the policies approved by the Management Committee of the Board from time to time, temporarily invest or deposit such proceeds in scheduled commercial banks, securities issued by the Government of India, money market instruments or such other instruments as may be permitted under applicable laws.

iv. Monitoring of utilization of funds

Given that the issue size exceeds INR 100,00,00,000/- (Indian Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is required to appoint a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”). Accordingly, the Company has appointed **CARE Ratings Limited**, a SEBI registered credit rating agency as the Monitoring Agency to monitor the use of proceeds of this preferential issue.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (Forty-Five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

v. **The total number of equity shares to be issued:**

The Board, pursuant to its resolution dated 16th September 2026 has approved the proposed preferential issue of up to 22,27,544 (Twenty Two Lakh Twenty Seven Thousand Five Hundred Forty Four) Equity Shares having a face value of Rs. 10 each at a price of Rs. 1,670/- per Equity Share (including a premium of Rs. 1,660/- 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)

vi. **Date of Board Resolution: 16th September 2026**

vii. **Amount which the company intends to raise by way of such securities:**

Amount to be raised by issue of Equity Shares is up to 22,27,544 (Twenty Two Lakh Twenty Seven Thousand Five Hundred Forty Four) Equity Shares having a face value of Rs. 10 each at a price of Rs. 1,670/- per Equity Share (including a premium of Rs. 1,660/- 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)

viii. **The price or price band at which the allotment is proposed:**

The issue price has been fixed at ₹1,670 per Equity Share, comprising a face value of ₹10 and a securities premium of ₹1,660 per Equity Share

ix. **Basis on which the price has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited (“NSE”) and are frequently traded within the meaning of the SEBI ICDR Regulations. Since NSE recorded the highest trading volume in the Equity Shares during the 90 trading days preceding the Relevant Date, NSE has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In accordance with Regulation 164(1) of the SEBI ICDR Regulations, the floor price for the Preferential Issue is ₹1,669.37 per Equity Share, being the higher of:

i. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date i.e. Rs. 1,610.44/-; or
ii. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date i.e. Rs. 1,669.37/-.

We also confirm that the Articles of Association of the Company do not prescribe any particular method for determining the price of securities issued on a preferential basis..

The Preferential Issue will not result in a change in control of the Company. Further, the allotment does not result in the allotment of more than 5% of the post-issue fully diluted share capital of the

Company to any Proposed Allottee or to any Proposed Allottees acting in concert. Accordingly, a valuation report under Regulation 166A of the SEBI ICDR Regulations is not required. In view of the above, the Board of the Company has fixed the Equity Share price of Rs. 1670/- (Rupees One Thousand Six Hundred Seventy only) which is above the floor price as determined in compliance with the requirements of the ICDR Regulations.

x. **The relevant date on the basis of which price has been arrived at:**

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 Equity Shares is **September 8, 2026** being the 30 days prior to the date of Extraordinary General Meeting i.e. **October 8, 2026.**

xi. **The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential issue of Equity Shares is proposed to be made to non-promoter entities.

xii. **Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

None of the Directors, Promoters, Key Managerial Personnel or Senior Management of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

xiii. **The proposed time within which the allotment shall be completed:**

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permission by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

xiv. **The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:**

Name of the proposed allottee	Category	Pre Preferential Issue Holding as on September 11, 2026 (Relevant Date)		Up to No. of Equity Shares to be Allotted	Post Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of Equity Shares held	% held		No. of Equity Shares held	% held

ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	Non – Promoter/ Public	Nil	Nil	1,48,083	1,48,083	0.65
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPORTUNITIES FUND	Non – Promoter/ Public	Nil	Nil	2,37,305	2,37,305	1.03
ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	Non – Promoter/ Public	Nil	Nil	95,508	95,508	0.42
ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	Non – Promoter/ Public	Nil	Nil	15,389	15,389	0.07
INDIA ACORN FUND LTD	Non – Promoter/ Public	Nil	Nil	42,634	42,634	0.19
KITARA PIIN 2401	Non – Promoter/ Public	Nil	Nil	2,99,401	2,99,401	1.30
WHITEOAK CAPITAL EQUITY FUND	Non – Promoter/ Public	12,037	0.06	17,964	30,001	0.13
WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK CAPITAL EQUITY FUND II	Non – Promoter/ Public	8,739	0.04	1,19,760	1,28,499	0.56
WHITEOAK CAPITAL INDIA OPPORTUNITIES FUND	Non – Promoter/ Public	Nil	Nil	2,51,497	2,51,497	1.10
AARYA RAKESH DOSHI	Non – Promoter/ Public	Nil	Nil	11,976	11,976	0.05
WHITEOAK CAPITAL ELSS TAX SAVER FUND	Non – Promoter/ Public	Nil	Nil	29,940	29,940	0.13
BENGAL FINANCE AND INVESTMENT PVT LTD	Non – Promoter/ Public	Nil	Nil	1,79,640	1,79,640	0.78
ASHISH KACHOLIA	Non – Promoter/ Public	Nil	Nil	1,79,640	1,79,640	0.78
CARNELIAN BHARAT AMRITKAAL FUND	Non – Promoter/ Public	Nil	Nil	2,12,581	2,12,581	0.93

CARNELIAN BHARAT AMRITKAAL FUND-2	Non – Promoter/ Public	Nil	Nil	86,826	86,826	0.38
TATA BUSINESS CYCLE FUND	Non – Promoter/ Public	Nil	Nil	89,820	89,820	0.39
TATA MULTICAP FUND	Non – Promoter/ Public	Nil	Nil	89,820	89,820	0.39
KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.	Non – Promoter/ Public	9,17,265	4.43	1,19,760	10,37,025	4.52
Total		**9,38,041**	**4.53**	**22,27,544**	**31,65,585**	**13.80**

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares of the Company.

xv. 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:

During the financial year 2026–27, the Company has not made any preferential allotment of securities prior to the Preferential Issue proposed under this Notice

xvi. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

xvii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr. No.	Category	Pre Issue as on September 11, 2026 – No. of Shares held	Pre Issue – % of Shareholding	Post Issue – No. of Shares held	Post Issue – % of Shareholding
A.	**Promoter Holding**				
1.	**Indian**				
	Individuals	1,00,29,624	48.41	1,00,29,624	**43.71**
	Bodies Corporate	0	-	Nil	-
	Sub Total	1,00,29,624	**48.41**	**1,00,29,624**	**43.71**
2.	**Foreign Promoters**	Nil	-	Nil	-
	Subtotal (A)	1,00,29,624	**48.41**	**1,00,29,624**	**43.71**
B.	**Non-Promoters' Holding**				

Sr. No.	Category	Pre Issue as on September 11, 2026 – No. of Shares held	Pre Issue – % of Shareholding	Post Issue – No. of Shares held	Post Issue – % of Shareholding
1.	**Institutional Investors**				
	Alternative Investment Funds	12,80,677	6.18	19,69,305	8.58
	Mutual Funds	13,02,904	6.29	15,12,484	6.59
	Insurance Companies	10,09,283	4.87	11,29,043	4.92
	NBFCs registered with RBI	5	0.00	5	0.00
	Foreign Portfolio Investors – Category I	4,95,659	2.39	10,34,578	4.51
	Foreign Portfolio Investors – Category II	2,03,899	0.98	2,03,899	0.89
2.	**Non-Institution**				
	NRI	2,90,234	1.40	2,90,234	1.26
	Resident Individuals holding nominal share capital up to ₹2 Lakhs	37,40,534	18.06	39,32,150	17.14
	Resident Individuals holding nominal share capital in excess of ₹2 Lakhs	10,27,696	4.96	10,27,696	4.48
	Bodies Corporate (including LLP)	10,86,221	5.24	15,65,262	6.82
	Others	2,49,374	1.20	2,49,374	1.09
	Subtotal (B)	**1,06,86,486**	**51.59**	**1,29,14,030**	**56.29**
	Grand Total	**2,07,16,110**	**100.00**	**2,29,43,654**	**100.00**

xviii. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Name of proposed allottee	Current status of proposed allottee namely Promoter or Non-Promoter	Proposed status of allottee (Post the Preferential Issue, namely Promoter or Non-Promoter)
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	Non-Promoter	Non-Promoter
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPORTUNITIES FUND	Non-Promoter	Non-Promoter
ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	Non-Promoter	Non-Promoter
ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	Non-Promoter	Non-Promoter
INDIA ACORN FUND LTD	Non-Promoter	Non-Promoter
KITARA PIIN 2401	Non-Promoter	Non-Promoter
WHITEOAK CAPITAL EQUITY FUND	Non-Promoter	Non-Promoter
WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK CAPITAL EQUITY FUND II	Non-Promoter	Non-Promoter
WHITEOAK CAPITAL INDIA OPPORTUNITIES FUND	Non-Promoter	Non-Promoter
AARYA RAKESH DOSHI	Non-Promoter	Non-Promoter
WHITEOAK CAPITAL ELSS TAX SAVER FUND	Non-Promoter	Non-Promoter
BENGAL FINANCE AND INVESTMENT PVT LTD	Non-Promoter	Non-Promoter
ASHISH KACHOLIA	Non-Promoter	Non-Promoter
CARNELIAN BHARAT AMRITKAAL FUND	Non-Promoter	Non-Promoter
CARNELIAN BHARAT AMRITKAAL FUND-2	Non-Promoter	Non-Promoter
TATA BUSINESS CYCLE FUND	Non-Promoter	Non-Promoter
TATA MULTICAP FUND	Non-Promoter	Non-Promoter
KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.	Non-Promoter	Non-Promoter

xix. Lock-In Period:

The Equity Shares to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations. The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

xx. **The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

Name of proposed allottee	Category	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue – No. of Shares	Pre Issue – %	Up to No. of equity shares to be allotted	Post Issue – No. of Shares	Post Issue – %
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	Foreign Portfolio Investor	No natural person identified as UBO. In the absence of a UBO, Chee Kiang (Francis) Tan, Elizabeth Beazley and Lorcan Murphy have been identified as Senior Managing Officials	Nil	Nil	1,48,083	1,48,083	0.65
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPORTUNITIES FUND	Foreign Portfolio Investor	No natural person identified as UBO. In the absence of a UBO, Chee Kiang (Francis) Tan, Elizabeth Beazley and Lorcan Murphy have been identified as Senior Managing Officials	Nil	Nil	2,37,305	2,37,305	1.03

Name of proposed allottee	Category	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue – No. of Shares	Pre Issue – %	Up to No. of equity shares to be allotted	Post Issue – No. of Shares	Post Issue – %
ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	Foreign Portfolio Investor	Not Applicable, being a publicly listed entity on the London Stock Exchange	Nil	Nil	95,508	95,508	0.42
ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	Foreign Portfolio Investor	Not Applicable, being a publicly listed entity on the London Stock Exchange	Nil	Nil	15,389	15,389	0.07
INDIA ACORN FUND LTD	Foreign Portfolio Investor	Juan Fadrique Arias Davila Serra-Valera	Nil	Nil	42,634	42,634	0.19
KITARA PIIN 2401	Body Corporate	Mr. Sachin Kamath and Mr. Umesh Khimji	Nil	Nil	2,99,401	2,99,401	1.30
WHITEOAK CAPITAL EQUITY FUND	Alternative Investment Fund	No natural person has been identified as the Ultimate Beneficial Owner. In the absence of a UBO, Mr. Aashish Somaiyaa has been identified as the Senior Managing Official.	12,037	0.06	17,964	30,001	0.13
WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK	Alternative Investment Fund	No natural person has been identified as the Ultimate	8,739	0.04	1,19,760	1,28,499	0.56

Name of proposed allottee	Category	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue – No. of Shares	Pre Issue – %	Up to No. of equity shares to be allotted	Post Issue – No. of Shares	Post Issue – %
CAPITAL EQUITY FUND II		Beneficial Owner. In the absence of a UBO, Mr. Aashish Somaiyaa has been identified as the Senior Managing Official.					
WHITEOAK CAPITAL INDIA OPPORTUNITIES FUND	Alternative Investment Fund	No natural person has been identified as the Ultimate Beneficial Owner. In the absence of a UBO, Mr. Aashish Somaiyaa has been identified as the Senior Managing Official.	Nil	Nil	2,51,497	2,51,497	1.10
AARYA RAKESH DOSHI	Individual	Not Applicable, being an individual allottee	Nil	Nil	11,976	11,976	0.05
WHITEOAK CAPITAL ELSS TAX SAVER FUND	Mutual Fund	Not Applicable, being a Mutual Fund	Nil	Nil	29,940	29,940	0.13
BENGAL FINANCE AND INVESTMENT PVT LTD	Body Corporate	no natural person is identified as UBO, In the	Nil	Nil	1,79,640	1,79,640	0.78

Name of proposed allottee	Category	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue – No. of Shares	Pre Issue – %	Up to No. of equity shares to be allotted	Post Issue – No. of Shares	Post Issue – %
		absence of a UBO Senior managing official is Mr. Suresh Kumar Agarwal					
ASHISH KACHOLIA	Individual	Not Applicable, being an individual allottee	Nil	Nil	1,79,640	1,79,640	0.78
CARNELIAN BHARAT AMRITKAAL FUND	Alternative Investment Fund	Vikas Vijaykumar Khemani and Swati Vikas Khemani	Nil	Nil	2,12,581	2,12,581	0.93
CARNELIAN BHARAT AMRITKAAL FUND-2	Alternative Investment Fund	Vikas Vijaykumar Khemani and Swati Vikas Khemani	Nil	Nil	86,826	86,826	0.38
TATA BUSINESS CYCLE FUND	Mutual Fund	Not Applicable, being a Mutual Fund	Nil	Nil	89,820	89,820	0.39
TATA MULTICAP FUND	Mutual Fund	Not Applicable, being a Mutual Fund	Nil	Nil	89,820	89,820	0.39
KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.	Insurance Company	Not Applicable, being an Insurance Company	9,17,265	4.43	1,19,760	10,37,025	4.52
Total			**9,38,041**	**4.53**	**22,27,544**	**31,65,585**	**13.80**

xxi. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

xxii. **Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower**

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

xxiii. **Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity Shares, and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

xxiv. **Valuation report from a Registered valuer:**

The proposed Preferential Issue will not result in a change in control of the Company or an allotment exceeding 5% of the post-issue fully diluted share capital of the Company to any Proposed Allottee or to any Proposed Allottees acting in concert. Accordingly, the Company is not required to obtain a valuation report from an independent registered valuer under Regulation 166A of the SEBI ICDR Regulations.

xxv. **Practicing Company Secretary's Certificate:**

Mr. Piyush Prajapati, Proprietor of M/s Piyush Prajapati & Associates has issued a certificate dated **September 16, 2026** confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is **https://www.venuspipes.com/wp-content/uploads/2026/05/PCS-COMPLIANCE-CERTIFICATE-163.pdf**

xxvi. **Principal terms of assets charged as securities:**

Not applicable

xxvii. Other Disclosures/Undertaking:

a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
b) Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

c) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

d) The Company is in compliance with the conditions for continuous listing;

e) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

By order of the Board of Directors

For **VENUS PIPES & TUBES LIMITED**

Sd/-
Pavan Kumar Jain
Company Secretary & Compliance Officer
M No A66752

Date: 16 September, 2026
Place: Dhaneti

Registered Office:
Survey No. 233/2 and 234/1, Dhaneti, Bhuj 370020 Kachchh Gujarat India