SCODA
TUBES LIMITED
Mfg. & Exptr. Of S.S. Tubes, Pipes, U-Tubes

Date: September 04, 2026

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra East, Mumbai – 400051
Symbol: "SCODATUBES"

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE SCRIP Code – "544411"

Dear Sir / Madam,

Subject: Submission of Notice of 18th Annual General Meeting

This is to inform you that the 18th Annual General Meeting of the Company is scheduled to be held on Saturday, September 26, 2026 at 04:00 P.M. IST through Video Conference (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 18th Annual General Meeting.

There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, September 19, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM.

Kindly take the same on record and acknowledge.

Thanking you,

Yours faithfully,

For, SCODA TUBES LIMITED

PATEL
JAGRUTKUMA
R
RAMESHBHAI

SCODA TUBES LTD.
RAJPUR

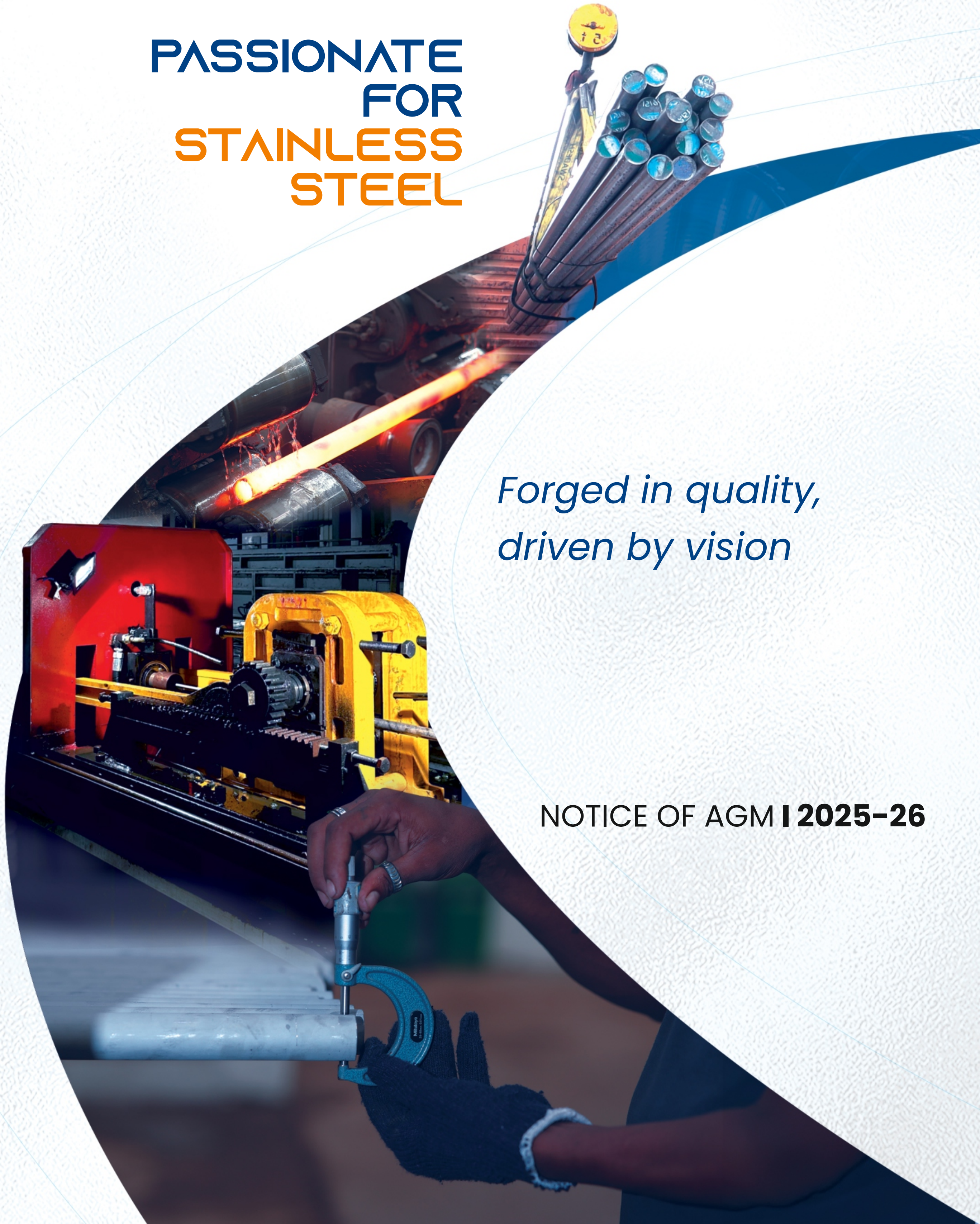
Jagrutkumar Rameshbhai Patel
Managing Director
DIN: 06785595

SCODA®

TUBES LIMITED

THE BRAND YOU CAN TRUST

PASSIONATE FOR STAINLESS STEEL



Forged in quality, driven by vision

NOTICE OF AGM I **2025-26**

Notice

NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th (Eighteenth) Annual General Meeting (AGM) of the Members of Scoda Tubes Limited will be held on Saturday, September 26, 2026 at 04:00 P.M. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2026 together with the Reports of Board of Directors and the Auditor thereon:**

   In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director who retires by rotation and being eligible, seeks re-appointment.**

   Explanation: Based on the terms of appointment, executive and non-executive directors are subject to retirement by rotation. Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director, who was appointed current term as Chairman and Whole-Time Director, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

   To the extent that Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director as such, to the extent that he is required to retire by rotation."

SPECIAL BUSINESSES:

3. **Approval for enhancement of borrowing limits of the company under section 180(1)© of the Companies Act, 2013:**

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

   "RESOLVED THAT in supersession of the earlier Resolution passed by the Members in this regard and pursuant to the provisions of Sections 180(1)© and other applicable provisions, if any, or re-enactments thereof, for the time being in force read with the Companies Act, 2013 (including any statutory modification or the rules made there under, as may be amended from time to time, consent of the members of the Company be and are hereby accorded to Board (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) to borrow any sum or sum of money, from time to time from any one or more persons, Bank/s, Firms, bodies corporate, foreign lender/s or Financial institutions from any other source in India or outside India whomsoever on such terms and conditions and with or without security as the Board of Directors may think fit notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the paid-up capital, free reserves and securities premium of the company, provided that the total principal amount upto which such monies may be raised or borrowed by the Board of Directors shall not exceed the aggregate of the paid up capital, free reserves and securities premium of the company by more than Rs. 1000 Crores (Rupees One Thousand Crores only) at any point of time;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), or the Company Secretary be and are hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

4. **Approval for mortgage, sell, lease or dispose off the assets of the company under section 180(1)(a) of the Companies Act, 2013:**

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

   "RESOLVED THAT in supersession of the earlier Resolution passed by the Members in this regard and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby accorded to the board of directors of the company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or nonconvertible and/or (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 1000 Crores (Rupees One Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), or the Company Secretary be and are hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

5. **Increasing the limits to make Loans or Investments and to Give Guarantees or to provide Security in connection with a Loan made under Section 186 of Companies Act, 2013:**

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

   "RESOLVED THAT in supersession to the all resolution passed earlier on the matter under Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and in supersession of all the earlier resolutions passed in this regard, if any, and the consent of the members of the Company is be and is hereby accorded to exercise the power to (a) give any loan(s) to any person or other body corporate; (b) to give guarantee including corporate guarantee or (c) to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors (d) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas as board may think fit, from time to time, in one or more trenches, for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company;

   RESOLVED FURTHER THAT the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

6. **Revision in Remuneration payable to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Managing Director of the Company:**

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Managing Director of the Company as set out in the explanatory statement attached hereto with effect from November 05, 2025, for his existing remaining term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, notwithstanding anything contained in any previous resolutions and subject to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013, as amended from time to time, in the event of loss or inadequacy of profits in any financial year, the Company be and is hereby authorised to pay remuneration to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), including the remuneration set out in the Explanatory Statement annexed hereto, notwithstanding that such remuneration may exceed the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent permissible under applicable law and fulfilment of all applicable conditions prescribed under the Companies Act, 2013 and Schedule V thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

7. **Revision in Remuneration payable to Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director of the Company:**

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director of the Company as set out in the explanatory statement attached hereto with effect from November 05, 2025, for his existing remaining term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, notwithstanding anything contained in any previous resolutions and subject to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013, as amended from time to time, in the event of loss or inadequacy of profits in any financial year, the Company be and is hereby authorised to pay remuneration to Mr. Samarth Bharatbhai Patel (DIN: 08036100), including the remuneration set out in the Explanatory Statement annexed hereto, notwithstanding that such remuneration may exceed the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent permissible under applicable law and fulfilment of all applicable conditions prescribed under the Companies Act, 2013 and Schedule V thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

8. **Revision in Remuneration payable to Mr. Saurabh Amrutbhai Patel (DIN: 07627068), Executive Director of the Company:**

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Saurabh Amrutbhai Patel (DIN: 07627068), Executive Director of the Company as set out in the explanatory statement attached hereto with effect from November 05, 2025, for his existing remaining term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, notwithstanding anything contained in any previous resolutions and subject to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013, as amended from time to time, in the event of loss or inadequacy of profits in any financial year, the Company be and is hereby authorised to pay remuneration to Mr. Saurabh Amrutbhai Patel (DIN: 07627068), including the remuneration set out in the Explanatory Statement annexed hereto, notwithstanding that such remuneration may exceed the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent permissible under applicable law and fulfilment of all applicable conditions prescribed under the Companies Act, 2013 and Schedule V thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

9. To alter the articles of association of the company by insertion of new article 121 relating to "marking of specified securities as non-transferable pursuant to applicable laws:

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by **adding a new Article 121 immediately after the existing Article 122,** with the following heading and text:

Article 122 – Marking of Specified Securities as Non-Transferable pursuant to Applicable Laws

Notwithstanding anything contained in these Articles or any agreement entered into by the Company or any holder of securities, where any specified securities of the Company are required to be locked-in pursuant to the provisions of applicable law, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, and where creation of such lock-in is not feasible in the depository system due to the existence of any pledge, hypothecation, lien, encumbrance or any other reason recognized under applicable law or the operational framework prescribed by the depositories, such specified securities may, instead of being marked as locked-in, be recorded and maintained by the concerned depository as "Non-Transferable" for the duration of the applicable lock-in period.

The Company shall be entitled to issue such instructions, certifications, confirmations, declarations and communications to the depositories, the Registrar to the Issue and/or Registrar and Share Transfer Agent, stock exchanges, Securities and Exchange Board of India, lenders, pledgees or any other person or authority, as may be necessary or expedient for giving effect to such marking of securities as non-transferable and for ensuring compliance with applicable law.

Every holder of specified securities of the Company shall, by virtue of holding such securities, be deemed to have consented to and accepted the marking of such securities as non-transferable in accordance with applicable law and the operational framework prescribed by the depositories. Such holder shall not transfer, sell, assign, gift, otherwise dispose of, or create or permit any transfer of beneficial ownership in respect of such securities during the applicable lock-in period, except in accordance with applicable law.

Where any specified securities are subject to an existing pledge or other encumbrance at the time of such marking, the marking of such securities as non-transferable shall not, by itself, extinguish, invalidate or adversely affect the rights of the pledgee or any other secured creditor under the relevant security documents. However, any transfer of such securities, including pursuant to invocation or enforcement of the pledge or other security interest, shall remain subject to the restrictions imposed under applicable law and the operational framework prescribed by the depositories during the applicable lock-in period.

Upon expiry of the applicable lock-in period, the Company shall be entitled to instruct the concerned depository to remove the non-transferable marking from such securities in accordance with applicable law and the operational procedures prescribed by the depositories.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any officer(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, and to sign and execute all such documents, applications, forms, returns, declarations and writings, and to make such filings with the Registrar of Companies or any other statutory or regulatory authority, as may be necessary, desirable or expedient for the purpose of giving effect to this resolution, including settling any question, difficulty or doubt that may arise in relation thereto."

10. To Approve Related Party Transactions with Mr. Ravi Patel, CFO of the company:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

"**RESOLVED THAT** pursuant to provisions of Section 188(1)(f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of Companies Act, 2013 read with the rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendations of Audit Committee and NRC Committee at their respective meetings, an approval of shareholders is hereby accorded to the board of directors to enhanced the prescribed limit of the salary payable to Mr. Ravi Patel, CFO of the company, Brother of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Managing Director and holding an place of profit under applicable provisions of Companies Act, 2013 and its allied rules from Rs. 4.00 Million per annum to Rs. 8.00 Million per annum and such other perquisites with the Company rules;

RESOLVED FURTHER THAT Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015"), to effect change in designation and responsibilities of Mr. Ravi Patel holding office or place of profit, within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To Approve Related Party Transactions with Mr. Vipul Patel, President of the company (SMP):

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

"**RESOLVED THAT** pursuant to provisions of Section 188(1)(f) read with Rule 15 of the

Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of Companies Act, 2013 read with the rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendations of Audit Committee and NRC Committee at their respective meetings, an approval of shareholders is hereby accorded to the board of directors to enhanced the prescribed limit of the salary payable to Mr. Vipul Patel, President of the company (SMP), Brother In-Law of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Managing Director and holding an place of profit under applicable provisions of Companies Act, 2013 and its allied rules from Rs. 4.00 Million per annum to Rs. 8.00 Million per annum and such other perquisites with the Company rules;

RESOLVED FURTHER THAT Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015"), to effect change in designation and responsibilities of Mr. Ravi Patel holding office or place of profit, within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12 **To Approve Related Party Transactions with Mr. Nisarg Rameshbhai Patel, Vice President – Sales & Business Development Position of the company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

"RESOLVED THAT pursuant to provisions of Section 188(1)(f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of Companies Act, 2013 read with the rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendations of Audit Committee and NRC Committee at their respective meetings, an approval of shareholders is hereby accorded to the board of directors to approve the remuneration payable to Mr. Nisarg Rameshbhai Patel, Vice President – Sales & Business Development Position of the company, being the Cousin Brother of Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director and holding an place of profit under applicable provisions of Companies Act, 2013 and its allied rules, at a remuneration of up to Rs. 1.00 million per month and such other perquisites with the Company rules;

RESOLVED FURTHER THAT Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015"), to effect change in designation and responsibilities of Mr. Nisarg Rameshbhai Patel holding office or place of profit, within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. **To approve the expenses for service of documents to members:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:"**

RESOLVED THAT pursuant to the provisions of Section 20(2) and other applicable provisions, if any, of the Companies Act, 2013, a fee of ₹10/- (Rupees Ten only) per page towards the cost of preparation/copying of the document, together with ₹250/- (Rupees Two Hundred Fifty only) towards dispatch and handling charges, be charged for service of each document within India, and ₹1,000/- (Rupees One Thousand only) towards dispatch and handling charges for service of each document outside India, where any Member requests service of such document by any specific mode of service;

RESOLVED FURTHER THAT the aforesaid charges shall be payable by the Member requesting such specific mode of service, and the request for such service, along with the requisite fee, shall be duly received by the Company at least one week prior to the proposed date of dispatch of the relevant document by the Company;

RESOLVED FURTHER THAT no request for such specific mode of service shall be entertained by the Company if received after the dispatch of the relevant document by the Company to the Member;

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

14. **To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2026-27 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:"**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. Manish B. Analkat, Cost Accountants, (Membership No. 19378) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2026-27 amounting to ₹60,000/- plus applicable tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

Registered Office
Survey Nos. 2437, 2442, 2443, 2446,
Ahmedabad-Mehsana Highway,
Village. Rajpur, Tal. Kadi, Dist. Mehsana,
Gujarat, India, 384440.

Place: Kadi, Mehsana
Date: September 04, 2026

For and on behalf of the Board of Directors
For, **Scoda Tubes Limited**

Jagrutkumar R. Patel
Managing Director
DIN: 06785595

NOTES TO SHAREHOLDERS FOR AGM:

1. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (the "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13 2022 SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 5 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7 2023 and Circular No.

SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3 2024, issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars the 18th AGM of the Members will be held through VC/ OAVM. Hence Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 15 and available at the Company's website www.scodatubes.com. The deemed venue for the AGM shall be the Registered Office of the Company.

The detailed procedure for participation in the meeting through VC/OAVM is as per note given at the end of Notice and available at the Company's website www.scodatubes.com

2. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Annual General Meeting ("AGM") are also annexed to this Notice.

3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csanandlavingia@gmail.com with copies marked to the Company at cs@scodatubes.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.com.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12 2020 read with Circular dated January 15 2021 the Notice of AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report shall also be sent to those shareholder(s) who have not so registered. Member may note that Notice and Annual Report 2025-26 has been uploaded on the website of the Company at www.scodatubes.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

7. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

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@scodatubes.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@scodatubes.com. If you are an Individual shareholder holding securities in demat mode you are requested to refer to the login method explained at step 1 (A) **i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

e) 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. Those shareholders who have already registered their e-mail address are requested to keep their email addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

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

9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@scodatubes.com on or before Monday, September 21, 2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

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

12. 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 period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) in case the shares are held in physical form.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) in case the shares are held in physical form.

15. **PROCESS AND MANNER FOR MEMBERS**

OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, September 19, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, September 19, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on 9:00 A.M. on Wednesday, September 23, 2026 and will end on 5:00 P.M. on Friday, September 25, 2026. During this period, the members of the Company holding shares as on the Cut-off date i.e. Saturday, September 19, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members 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. Saturday, September 19, 2026.

vii. The Company has appointed M/s. PRASAD AND PARTNERS LLP (Formerly known as M/S. ALAP & CO. LLP) (LLPIN: ACA 1561), Practicing Company Secretaries (FRN: L2023GJ013900), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING:

The remote e-voting period begins on Wednesday, September 23, 2026 and will end on 5:00 P.M. on Friday, September 25, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 19, 2026 may cast their vote electronically. 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 being Saturday, September 19, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1. ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download 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
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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.com or call at 022 - 4886 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 contact at toll free no. 1800-21-09911

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2. CAST YOUR VOTE ELECTRONICALLY AND JOIN ANNUAL GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanandlavingia@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to evoting@nsdl.com

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@scodatubes.com. The same will be replied by the company suitably.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

CONTACT DETAILS:

Company	**Scoda Tubes Limited** Survey Nos. 2437, 2442, 2443, 2446, Ahmedabad-Mehsana Highway, Village. Rajpur, Tal. Kadi, Dist. Mehsana, Gujarat, India, 384440. **Tel:** + 91 2764 278 278; **Email:** cs@scodatubes.com; **Web:** www.scodatubes.com
Reaistrar and Transfer Agent	**MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited)** 5th Floor, 506 to 508, Amarnath Business Center-1, (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ellis Bridge, Ahmedabad - 380 006. **Tel:** 079-26465179; **Email:** ahemdabad@in.mpms.mufg.com; **Web:** www.linkintime.co.in
E-Voting Agency & VC / OAVM	**Email:** evoting@nsdl.com **NSDL help desk** 022 - 4886 7000
Scrutinizer	**M/s. PRASAD AND PARTNERS LLP (Formerly known as M/S. ALAP & CO. LLP) (LLPIN: ACA 1561)** **Practicing Company Secretaries** **Email:** csanandlavingia@gmail.com; **Tel No.:** +91 79 3578 9144

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SECRETARY STANDARD 2 ON GENERAL MEETINGS)

Item No. 3

Approval for enhancement of borrowing limits of the company under section 180(1)(c) of the Companies Act, 2013: SPECIAL RESOLUTIONS

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, the free reserves and securities premium of the Company. Therefore, the Board of Directors has proposed a resolution, in its board meeting held on September 04, 2026, for increasing the borrowing limits as per section 180(1)(c) up to Rs. 1000.00 crores (Rupees One Thousand Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital, the free reserves and securities premium at anyone time except with the consent of the members of the Company in a general meeting.

In order to facilitate company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or other any person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding 1000.00 crores (Rupees One Thousand Crores only) for the purposes of business activities of the Company. It would be necessary to take approval of members in the general meeting.

The Board recommends these resolutions specified in item no. 3 for the approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 4

Approval for mortgage, sell, lease or dispose off the assets of the company under section 180(1)(a) of the Companies Act, 2013 – Special Resolution

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of Special Resolution.

In connection with the loan/credit facilities availed or to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favor of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution. Hence, the Board of Directors recommends passing of resolution specified in item no. 4 as Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Item No. 5

Increasing the limits to make Loans or Investments and to Give Guarantees or to provide Security in connection with a Loan made under Section 186 of Companies Act, 2013 – SPECIAL RESOLUTIONS

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company had passed the resolution to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required on September 04, 2026 in its board meeting.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of this Annual General Meeting for an amount not exceeding Rs. 1000.00 crores (Rupees One Thousand Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 6

Revision in Remuneration payable to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Managing Director of the Company – Special Resolutions

The Board of Directors of the Company, in their Meeting held on September 10, 2024, had change the designation of and appointed Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) as Managing Director of the Company for a period of 5 years w.e.f. September 10, 2024. The terms and conditions of appointment and remuneration of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) as Managing Director of the Company was also approved by the Members of the Company in an Annual General Meeting held on September 18, 2024.

However, looking to the contributions made by Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on November 05, 2025 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Managing Director of the Company as set out in this explanatory statement with effect from November 05, 2025, subject to the approval of the Shareholders of the Company. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed ₹ 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Company may, in the event of loss or inadequacy of profits in any financial year, pay the remuneration proposed herein to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), notwithstanding that such remuneration may exceed the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent permissible under applicable law and subject to fulfilment of the applicable conditions and requirements prescribed thereunder.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given here-under;

General Information:

Nature of Industry: The Company is engaged in the business of manufacturing of coated or uncoated tubes, pipes, casings, hollows, blanks and made of sections, iron and steels or any alloy thereof with any other metal including steels tubes, seamless stainless steels pipes and tubes, seamless carbon steel tubes, seamless alloy steel tubes, brazed double walled stainless steel pipes and tubes, brazed double walled copper coated tubes and all types of tubes used in hydroelectric conduits whether or not reinforced, their parts, fittings and accessories made of iron and steel and other ferrous and non-ferrous materials or any combination thereof.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(₹ in Millions)

Particulars	Standalone	
	F.Y. 2025-26	F.Y. 2024-25
Revenue from operations	5,186.50	4,848.90
Other income	105.71	39.56
Total Income	**5,292.21**	**4,888.46**
Less: Total Expenses before Depreciation, Finance Cost and Tax	4,424.06	4,068.38
Profit before Depreciation, Finance Cost and Tax	**868.65**	**820.08**
Less: Depreciation	92.17	181.27
Less: Finance Cost	248.66	219.79
Profit Before Tax	**527.32**	**419.02**
Less: Current Tax	116.33	118.20
Less: Earlier year taxes	-	(1.00)
Less: Deferred Tax Liabilities/ (Assets)	22.56	(15.59)
Profit After Tax	**388.43**	**317.41**

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of NRI Shareholders was 187326 Equity Shares (0.31%).

Information about the appointee:

Background Details: Mr. Jagrutkumar Patel is the Managing Director of our Company. He is also one of the promoters of our Company. He holds a bachelor's degree in computer engineering from Kalol Institute of Technology & Research Centre, Kalol, Gujarat University. He has over 11 years of experience in construction and real estate business. He has been associated with our Company as a Director since September 26, 2016. He oversees domestic sales and marketing in our Company.

Past Remuneration: In the financial year 2025-26, Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) was paid remuneration of Rupees 6.00 Million.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) is responsible for looking after the administration and overall operations of the Company including Client Relationships. He is also responsible for the expansion and overall management of the business of our Company.

Revised Terms and Conditions of Remuneration: -

1. Basic Salary up to Rupees 8.00 Million per annum excluding perquisite mentioned hereunder for the existing term w.e.f. November 05, 2025;
2. Perquisites and Allowances: Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) will be paid perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V to the Act

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) has pecuniary relationship to the extent he is Promoter – Managing Director - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. November 05, 2025 until revised further.

The Board of Directors recommend the Special Resolutions at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) himself, Mr. Ravi Patel and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 7

Revision in Remuneration payable to Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director of the Company – Special Resolutions

The Board of Directors of the Company, in their Meeting held on September 10, 2024, had change the designation of and appointed Mr. Samarth Bharatbhai Patel (DIN: 08036100) as Chairman and Whole-Time Director of the Company for a period of 5 years w.e.f. September 10, 2024. The terms and conditions of appointment and remuneration of Mr. Samarth Bharatbhai Patel (DIN: 08036100) as Chairman and Whole-Time Director of the Company was also approved by the Members of the Company in an Annual General Meeting held on September 18, 2024.

However, looking to the contributions made by Mr. Samarth Bharatbhai Patel (DIN: 08036100) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on November 05, 2025 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director of the Company as set out in this explanatory statement with effect from November 05, 2025, subject to the approval of the Shareholders of the Company. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed ₹ 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Company may, in the event of loss or inadequacy of profits in any financial year, pay the remuneration proposed herein to Mr. Samarth Bharatbhai Patel (DIN: 08036100), notwithstanding that such remuneration may exceed the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent permissible under applicable law and subject to fulfilment of the applicable conditions and requirements prescribed thereunder.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Samarth Bharatbhai Patel (DIN: 08036100) is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given here-under;

General Information:

Nature of Industry: The Company is engaged in the business of manufacturing of coated or uncoated tubes, pipes, casings, hollows, blanks and made of sections, iron and steels or any alloy thereof with any other metal including steels tubes, seamless stainless steels pipes and tubes, seamless carbon steel tubes, seamless alloy steel tubes, brazed double walled stainless steel pipes and tubes, brazed double walled copper coated tubes and all types of tubes used in hydroelectric conduits whether or not reinforced, their parts, fittings and accessories made of iron and steel and other ferrous and non-ferrous materials or any combination thereof.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators: (₹ in Millions)

Particulars	Standalone	
	F.Y. 2025-26	F.Y. 2024-25
Revenue from operations	5,186.50	4,848.90
Other income	105.71	39.56
Total Income	**5,292.21**	**4,888.46**
Less: Total Expenses before Depreciation, Finance Cost and Tax	4,424.06	4,068.38
Profit before Depreciation, Finance Cost and Tax	**868.65**	**820.08**
Less: Depreciation	92.17	181.27
Less: Finance Cost	248.66	219.79
Profit Before Tax	**527.32**	**419.02**
Less: Current Tax	116.33	118.20
Less: Earlier year taxes	-	(1.00)
Less: Deferred Tax Liabilities/ (Assets)	22.56	(15.59)
Profit After Tax	**388.43**	**317.41**

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of NRI Shareholders was 187326 Equity Shares (0.31%).

Information about the appointee:

Background Details: Mr. Samarth Patel is the Chairman and Whole-time Director of our Company. He is also one of the promoters of our Company. He holds a bachelor's degree in science from Yashwantrao Chavan Maharashtra Open University. He has over 6 years of experience in steel industry. He has been associated with our Company as a Director since December 29, 2017. He oversees export sales and marketing in our Company.

Past Remuneration: In the financial year 2025-26, Mr. Samarth Bharatbhai Patel (DIN: 08036100) was paid remuneration of Rupees 6.00 Million.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) is responsible for looking after oversees export sales and marketing in our Company.

Revised Terms and Conditions of Remuneration: -

3. Basic Salary up to Rupees 8.00 Million per annum excluding perquisite mentioned hereunder for the existing term w.e.f. November 05, 2025;
4. Perquisites and Allowances: Mr. Samarth Bharatbhai Patel (DIN: 08036100) will be paid perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V to the Act

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the

country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Samarth Bharatbhai Patel (DIN: 08036100), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Samarth Bharatbhai Patel (DIN: 08036100) has pecuniary relationship to the extent he is Promoter – Chairman and Whole-Time Director - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. November 05, 2025 until revised further.

The Board of Directors recommend the Special Resolutions at Item No. 7 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Samarth Bharatbhai Patel (DIN: 08036100) himself and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 8

Revision in Remuneration payable to Mr. Saurabh Amrutbhai Patel (DIN: 07627068), Executive Director of the Company – Special Resolutions

The Board of Directors of the Company, in their Meeting held on September 01, 2025, had change the designation of and appointed Mr. Saurabh Amrutbhai Patel (DIN: 07627068) as an Executive Director of the Company for a period of 5 years w.e.f. September 01, 2025. The terms and conditions of appointment and remuneration of Mr. Saurabh Amrutbhai Patel (DIN: 07627068) as an Executive Director of the Company was also approved by the Members of the Company in an Annual General Meeting held on September 29, 2025.

However, looking to the contributions made by Mr. Saurabh Amrutbhai Patel (DIN: 07627068) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on November 05, 2025 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Saurabh Amrutbhai Patel (DIN: 07627068), Executive Director of the Company as set out in this explanatory statement with effect from November 05, 2025, subject to the approval of the Shareholders of the Company. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed ₹ 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Company may, in the event of loss or inadequacy of profits in any financial year, pay the remuneration proposed herein to Mr. Saurabh Amrutbhai Patel (DIN: 07627068), notwithstanding that such remuneration may exceed the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent permissible under applicable law and subject to fulfilment of the applicable conditions and requirements prescribed thereunder.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Saurabh Amrutbhai Patel (DIN: 07627068) is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given here-under;

General Information:

Nature of Industry: The Company is engaged in the business of manufacturing of coated or uncoated tubes, pipes, casings, hollows, blanks and made of sections, iron and steels or any alloy thereof with any other metal including steels tubes, seamless stainless steels pipes and tubes, seamless carbon steel tubes, seamless alloy steel tubes, brazed double walled stainless steel pipes and tubes, brazed double walled copper coated tubes and all types of tubes used in hydroelectric conduits whether or not reinforced, their parts, fittings and accessories made of iron and steel and other ferrous and non-ferrous materials or any combination thereof.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(₹ in Millions)

Particulars	Standalone	
	F.Y. 2025-26	F.Y. 2024-25
Revenue from operations	5,186.50	4,848.90
Other income	105.71	39.56
Total Income	**5,292.21**	**4,888.46**
Less: Total Expenses before Depreciation, Finance Cost and Tax	4,424.06	4,068.38
Profit before Depreciation, Finance Cost and Tax	**868.65**	**820.08**
Less: Depreciation	92.17	181.27
Less: Finance Cost	248.66	219.79
Profit Before Tax	**527.32**	**419.02**
Less: Current Tax	116.33	118.20
Less: Earlier year taxes	-	(1.00)
Less: Deferred Tax Liabilities/ (Assets)	22.56	(15.59)
Profit After Tax	**388.43**	**317.41**

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of NRI Shareholders was 187326 Equity Shares (0.31%).

Information about the appointee:

Background Details: Mr. Saurabh Patel is an Executive Director of our Company. He is one of the Promoters of our Company. He holds a bachelor's degree in commerce from Yashwantrao Chavan Maharashtra Open University. He has over years 6 of experience in construction and real estate business. He has been associated with our Company as a Director since December 31, 2020. He oversees project development processes in our Company.

Past Remuneration: In the financial year 2025-26, Mr. Saurabh Amrutbhai Patel (DIN: 07627068) was paid remuneration of Rupees 4.00 Million.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Saurabh Amrutbhai Patel (DIN: 07627068) is responsible for looking after oversees project development processes in our Company.

Revised Terms and Conditions of Remuneration: -

5. Basic Salary up to Rupees 8.00 Million per annum excluding perquisite mentioned hereunder for the existing term w.e.f. November 05, 2025;
6. Perquisites and Allowances: Mr. Saurabh Amrutbhai Patel (DIN: 07627068) will be paid perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V to the Act

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Saurabh Amrutbhai Patel (DIN: 07627068), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Saurabh Amrutbhai Patel (DIN: 07627068) has pecuniary relationship to the extent he is Promoter – Executive Director - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. November 05, 2025 until revised further.

The Board of Directors recommend the Special Resolutions at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Saurabh Amrutbhai Patel (DIN: 07627068) himself and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 9

To alter the articles of association of the company by insertion of new article 121 relating to "marking of specified securities as non-transferable pursuant to applicable laws – Special Resolutions

The Securities and Exchange Board of India ("SEBI"), vide its circulars and operational directions issued from time to time in relation to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), has prescribed an operational framework for cases where specified securities are required to be subject to a statutory lock-in but creation of such lock-in in the depository system is not feasible on account of an existing pledge, hypothecation, lien, encumbrance or any other reason recognised under applicable law or the operational framework prescribed by the depositories. In such cases, the depositories may mark such specified securities as **"Non-Transferable"** for the duration of the applicable lock-in period.

In order to align the Articles of Association of the Company with the applicable regulatory framework and to facilitate compliance with the requirements of the SEBI ICDR Regulations, SEBI circulars, the operational procedures prescribed by the depositories and other applicable laws, it is proposed to alter the Articles of Association of the Company by inserting a new **Article 122** immediately after the existing Article 121. The proposed Article expressly provides for the marking of specified securities as "Non-Transferable" in circumstances where creation of lock-in is not feasible in the depository system, while preserving the rights of pledgees or other secured creditors and ensuring that any transfer of such securities remains subject to the applicable statutory restrictions.

The proposed alteration is intended to enable the Company to issue necessary instructions and confirmations to the depositories, Registrar to the Issue and/or Registrar and Share Transfer Agent, stock exchanges, SEBI and other concerned authorities, wherever required, for ensuring compliance with the applicable legal and regulatory requirements.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the Members by way of a Special Resolution.

A copy of the existing Articles of Association of the Company together with the proposed amended Articles incorporating the new Article 122 will be available for inspection by the Members in accordance with the provisions of the Companies Act, 2013 and the applicable Secretarial Standards up to the date of the Annual General Meeting and shall also be made available electronically for inspection by the Members upon request.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item No. 10

To Approve Related Party Transactions with Mr. Ravi Patel, CFO of the company – Ordinary Resolutions

The Board has appointed Mr. Ravi Patel being relative of Director, as CFO in the Company for a remuneration of Rs. 4.00 Million per annum on recommendation of Nomination and Remuneration Committee on September 10, 2024.

Pursuant to Section 188(1)(f) of the Companies Act, 2013, appointment of relative of director to any office or place of profit in the company, its subsidiary company or associate company for monthly remuneration exceeding Rs. 2.5 lakhs requires approval of members. The Board of Directors at its meeting held on November 05, 2025, based on recommendation of Nomination and Remuneration Committee and Audit Committee, approved the increase in remuneration of Mr. Ravi Patel, CFO of the company and Brother of Mr. Jagrutkumar R. Patel, Managing Director, from Rs. 4.00 Million per annum to Rs. 8.00 Million per annum on such terms, conditions, benefits & perquisites as may be decided by board of directors, subject to approval of members in AGM. The Board of Directors, Nomination and Remuneration Committee and Audit Committee of the Company shall continue to regulate his remuneration based on her performance & Company policies. However, considering her qualifications, experience, and current role, the existing remuneration is not commensurate; therefore, it is proposed to increase the remuneration, subject to the approval of the shareholders.

The Board of Directors and Audit Committee of the Company will have the liberty to alter and vary aforesaid remuneration and other terms and conditions within the said limits.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 and SEBI Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 for the perusal of the members, are as under:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Ravi Patel, CFO of the company
Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Jagrutkumar Rameshbhai Patel (Brother), Managing Director
Type, material terms and particulars of transaction	Appointment of person to an office or place of profit in the company
The nature, and particulars of the contract or arrangement	Appointment to an office or place of profit
The duration/tenure of the proposed transaction/contract	NA
The material terms of the contract or arrangement including the value, if any	Remuneration of upto Rs. 8.00 Million per annum as shall be determined by the Board of Directors from time to time on recommendation of Nominations and Remuneration Committee. All transactions to be entered are at arm's length and in ordinary course of business.
Value of the transaction	Payment of Remuneration – Upto Rs. 8 Million per annum
Justification as to why the RPT is in the interest of the listed entity;	He is also one of the promoters of our Company. Since November 30, 2020 he was associated with our company as a Director. He was appointed as a Chief Financial Officer of our Company on September 10, 2024. He is currently responsible accounts, payments and banking operations in the company. He has over 7 years of experience in construction and real estate industry. He was paid a remuneration of Rs. 4.00 Million during Fiscal 2025 as a Director as well as the Chief Financial Officer.
Any advance paid or received for the contract or arrangement, if any	Nil
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Nil
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated value of the proposed transaction represents: The Estimated value of for Payment of Remuneration is 0.15% of listed entity's annual consolidated turnover, for the immediately preceding financial year.
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable, as no shares are being issued under this transaction.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
Details of the source of funds in connection with the proposed transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, Nature of indebtedness, - Cost of funds and - Tenure	Not applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Not applicable
Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. Name of parties to the Agreement b. Nature of the Agreement c. Date of execution of the Agreement d. Details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable
Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Ravi Patel, CFO of the company, and Mr. Jagrutkumar R. Patel, Managing Director are concerned or interested in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at item no. 10 of the Notice for approval by the members.

Item No. 11

To Approve Related Party Transactions with Mr. Vipulkumar Patel, President of the company – Ordinary Resolutions

The Board has appointed Mr. Vipul Patel being relative of Director, as president in the Company for a remuneration of Rs. 4.00 Million per annum on recommendation of Nomination and Remuneration Committee on September 10, 2024.

Pursuant to Section 188(1)(f) of the Companies Act, 2013, appointment of relative of director to any office or place of profit in the company, its subsidiary company or associate company for monthly remuneration exceeding Rs. 2.5 lakhs requires approval of members. The Board of Directors at its meeting held on November 05, 2025, based on recommendation of Nomination and Remuneration Committee and Audit Committee, approved the increase in remuneration of Mr. Vipulkumar Patel, president of the company and Brother In-Law of Mr. Jagrutkumar R. Patel, Managing Director, from Rs. 4.00 Million per annum to Rs. 8.00 Million per annum on such terms, conditions, benefits & perquisites as may be decided by board of directors, subject to approval of members in AGM. The Board of Directors, Nomination and Remuneration Committee and Audit Committee of the Company shall continue to regulate his remuneration based on her performance & Company policies. However, considering her qualifications, experience, and current role, the existing remuneration is not commensurate; therefore, it is proposed to increase the remuneration, subject to the approval of the shareholders.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 and SEBI Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 for the perusal of the members, are as under:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Vipulkumar Patel, President of the company
Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Jagrutkumar Rameshbhai Patel, Managing Director
Type, material terms and particulars of transaction	Appointment of person to an office or place of profit in the company
The nature, and particulars of the contract or arrangement	Appointment to an office or place of profit
The duration/tenure of the proposed transaction/contract	NA
The material terms of the contract or arrangement including the value, if any	Remuneration of upto Rs. 8.00 Million per annum as shall be determined by the Board of Directors from time to time on recommendation of Nominations and Remuneration Committee. All transactions to be entered are at arm's length and in ordinary course of business.
Value of the transaction	Payment of Remuneration – Upto Rs. 8 Million per annum
Justification as to why the RPT is in the interest of the listed entity;	Mr. Vipulkumar Patel is the President of our Company. He is also one of the promoters of our Company. He has been associated with our company since September 10, 2024. He holds a bachelor's degree in computer science engineering from the Institution of Electronics and Telecommunication Engineers. Prior to joining our Company, he was associated with Maxim Tubes Company Private Limited as planning and production executive. He has over 13 years of experience in stainless steel tubes and pipes industry. In Fiscal 2025, he received a remuneration of Rs. 4.00 Million from our Company.
Any advance paid or received for the contract or arrangement, if any	Nil
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Nil
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated value of the proposed transaction represents: The Estimated value of for Payment of Remuneration is 0.15% of listed entity's annual consolidated turnover, for the immediately preceding financial year.
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable, as no shares are being issued under this transaction.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
Details of the source of funds in connection with the proposed transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Not applicable

Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. Name of parties to the Agreement b. Nature of the Agreement c. Date of execution of the Agreement d. Details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable
Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Vipulkumar Patel, president of the company, and Mr. Jagrutkumar R. Patel, Managing Director are concerned or interested in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at item no. 11 of the Notice for approval by the members.

Item No. 12

To Approve Related Party Transactions with Mr. Nisarg Rameshbhai Patel, Vice President – Sales & Business Development Position of the company – Ordinary Resolutions

The Board has approved an appointment of Mr. Nisarg Rameshbhai Patel being relative of Director, as Vice President – Sales & Business Development Position in the Company for a remuneration of Rs. 1.00 Million per month w.e.f. October 01, 2026 on recommendation of Nomination and Remuneration Committee.

Mr. Nisarg Rameshbhai Patel is a global sales and business development professional with extensive experience across specialty chemicals, food ingredients, agriculture, life sciences and industrial markets. He holds a Master of Business Administration (MBA) from the University of Alberta and a Bachelor of Pharmacy (B.Pharm) from the University of Pune. Mr. Nisarg Rameshbhai Patel has worked in Edmonton, Alberta, Canada, from 2013 to 2023, where he gained extensive experience in international business development, market expansion, customer and distributor management, commercialization and industry development. During this period, he held various roles with BioNeutra North America, BioAlberta, CreateFoods Canada and Bharat Color Chem, with business development experience spanning North America, Southeast Asia, India and Europe.

Throughout his career, Mr. Nisarg Rameshbhai Patel has focused on developing international markets, establishing and strengthening long-term relationships with customers and distributors, driving commercialization initiatives and creating business opportunities for technical and specialty products. His experience across Canada, the United States and other international markets has provided him with a broad understanding of market development, customer requirements, distribution channels and cross-cultural business practices. Mr. Nisarg Rameshbhai Patel brings to the Company a combination of strategic business education, international commercial experience and practical expertise in sales, business development and market expansion, which is expected to contribute to the Company's international growth and business development initiatives. He will oversee the export marketing and international business development of the company.

Pursuant to Section 188(1)(f) of the Companies Act, 2013, appointment of relative of director to any office or place of profit in the company, its subsidiary company or associate company for monthly remuneration exceeding Rs. 2.5 lakhs requires approval of members. The Board of Directors has, based on recommendation of Nomination and Remuneration Committee and Audit Committee, approved the payment of remuneration to Mr. Nisarg Rameshbhai Patel, Vice President – Sales & Business Development Position of the company and Cousin Brother of Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director, of upto Rs. 1.00 Million per month w.e.f. October 01, 2026 on such terms, conditions, benefits & perquisites as may be decided by board of directors, subject to approval of members in AGM. The Board of Directors, Nomination and Remuneration Committee and Audit Committee of the Company shall continue to regulate his remuneration based on her performance & Company policies. However, considering her qualifications, experience, and current role, the existing remuneration is not commensurate; therefore, it is proposed to increase the remuneration, subject to the approval of the shareholders.

The Board of Directors and Audit Committee of the Company will have the liberty to alter and vary aforesaid remuneration and other terms and conditions within the said limits.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 and SEBI Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 for the perusal of the members, are as under:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Nisarg Rameshbhai Patel, Marketing Head (International) of the company
Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director
Type, material terms and particulars of transaction	Appointment of person to an office or place of profit in the company
The nature, and particulars of the contract or arrangement	Appointment to an office or place of profit
The duration/tenure of the proposed transaction/contract	NA
The material terms of the contract or arrangement including the value, if any	Remuneration of upto Rs. 1.00 Million per month w.e.f. October 01, 2026 as shall be determined by the Board of Directors from time to time on recommendation of Nominations and Remuneration Committee. All transactions to be entered are at arm's length and in ordinary course of business.
Value of the transaction	Payment of Remuneration – Upto Rs. 1.00 Million per month w.e.f. October 01, 2026

Justification as to why the RPT is in the interest of the listed entity;	He is also one of the members of the promoters of our Company. He is appointed as a Marketing Head (International) of our Companyw.e.f. October 01, 2026. Mr. Nisarg Rameshbhai Patel is a global sales and business development professional with extensive experience across specialty chemicals, food ingredients, agriculture, life sciences and industrial markets. He holds a Master of Business Administration (MBA) from the University of Alberta and a Bachelor of Pharmacy (B.Pharm) from the University of Pune. Mr. Nisarg Rameshbhai Patel has worked in Edmonton, Alberta, Canada, from 2013 to 2023, where he gained extensive experience in international business development, market expansion, customer and distributor management, commercialization and industry development. During this period, he held various roles with BioNeutra North America, BioAlberta, CreateFoods Canada and Bharat Color Chem, with business development experience spanning North America, Southeast Asia, India and Europe. He will oversee the export marketing and international business development of the company. He will be paid a remuneration of Rs. 1.00 Million per month w.e.f. October 01, 2026.
Any advance paid or received for the contract or arrangement, if any	Nil
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Nil
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated value of the proposed transaction represents: The Estimated value of for Payment of Remuneration is 0.23% of listed entity's annual consolidated turnover, for the immediately preceding financial year.
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable, as no shares are being issued under this transaction.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
Details of the source of funds in connection with the proposed transaction	Not applicable

Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, Nature of indebtedness, - Cost of funds and - Tenure	Not applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Not applicable
Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable
The purpose for which the funds willbe utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. Name of parties to the Agreement b. Nature of the Agreement c. Date of execution of the Agreement d. Details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable
Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Nisarg Rameshbhai Patel, Marketing Head (International) of the company, and Mr. Samarth Bharatbhai Patel (DIN: 08036100), Chairman and Whole-Time Director are concerned or interested in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at item no. 10 of the Notice for approval by the members.

Item No. 13

To approve the expenses for service of documents to members – Special Resolutions

The provisions of Section 20 of the Companies Act, 2013, provide for service of documents by a company upon its Members in the manner prescribed under the Act. Further, pursuant to Section 20(2) of the Act, a Member may request delivery of documents through a particular mode, subject to such conditions and payment of such fees as may be determined by the Company.

In order to facilitate Members who may desire to receive documents through a specific mode of service, the Board of Directors of the Company, at its meeting held on September 04, 2026, has proposed to prescribe reasonable charges towards the cost of preparation/copying, dispatch and handling of such documents.

Accordingly, it is proposed that, where a Member requests the Company to serve any document through a specific mode of service, a charge of ₹10/- (Rupees Ten only) per page towards the cost of preparation/copying of the document, together with ₹250/- (Rupees Two Hundred Fifty only) towards dispatch and handling charges for service within India, shall be payable by such Member. In case of service outside India, ₹1,000/- (Rupees One Thousand only) towards dispatch and handling charges shall be payable by the Member, in addition to the applicable charge of ₹10/- per page.

The request for such specific mode of service, along with the requisite fee, must be received by the Company at least one week prior to the proposed date of dispatch of the relevant

document. No request for such specific mode of service shall be entertained if received after the relevant document has been dispatched by the Company to the Member.

The proposed resolution is intended to provide a uniform and transparent mechanism for recovery of the costs incurred by the Company in providing documents through specific modes of service requested by Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Members are requested to consider and approve the proposed resolution.

Item No. 14

Ratification of Remuneration to the Cost Auditor for the Financial Year 2026-27 – Ordinary Resolution

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the

Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on September 04, 2026, on the recommendation of Audit Committee, approved the appointment and remuneration of Mr. Manish B. Analkat, Cost Accountants, (Membership No. 19378), to conduct the audit of the cost records of the Company for the financial year 2026-27.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2026-27 as set out in the resolution for aforesaid services to be rendered by them. The Board of Directors recommends the resolution at Item No. 14 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 14 of this Notice.

Registered Office
Survey Nos. 2437, 2442, 2443, 2446,
Ahmedabad-Mehsana Highway,
Village. Rajpur, Tal. Kadi, Dist. Mehsana,
Gujarat, India, 384440.

Place: Kadi, Mehsana
Date: September 04, 2026

For and on behalf of the Board of Directors
For**, Scoda Tubes Limited**

Jagrutkumar R. Patel
Managing Director
DIN: 06785595

DISCLOSURE UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI FOR

ITEM NO. 2

Names	Mr. Saurabh Amrutbhai Patel (DIN: 07627068)	Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595)	Mr. Samarth Bharatbhai Patel (DIN: 08036100)
Date of Birth	February 06, 1993	December 22, 1987	July 05, 1996
Qualification	Bachelor's degree in commerce	Bachelor's degree in computer engineering	Bachelor's degree in science
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Saurabh Patel is the Non-Executive Director of our Company. He is one of the Promoters of our Company. He holds a bachelor's degree in commerce from Yashwantrao Chavan Maharashtra Open University. He has over years 6 of experience in construction and real estate business. He has been associated with our Company as a Director since November 30, 2020. He oversees project development processes in our Company. Further, his designation has been changed to Executives Director of the company w.e.f. September 01, 2025.	Mr. Jagrutkumar Patel is the Managing Director of our Company. He is also one of the promoters of our Company. He holds a bachelor's degree in computer engineering from Kalol Institute of Technology & Research Centre, Kalol, Gujarat University. He has over 11 years of experience in construction and real estate business. He has been associated with our Company as a Director since September 26, 2016. He oversees domestic sales and marketing in our Company.	Mr. Samarth Patel is the Chairman and Whole-time Director of our Company. He is also one of the promoters of our Company. He holds a bachelor's degree in science from Yashwantrao Chavan Maharashtra Open University. He has over 6 years of experience in steel industry. He has been associated with our Company as a Director since December 29, 2017. He oversees export sales and marketing in our Company.
No. of Shares held as on March 31, 2026	61,99,008 Equity Shares	39,79,470 Equity Shares	61,99,008 Equity Shares
Terms & Conditions	Refer Explanatory Statement for Item No. 8 of this Notice	Refer Explanatory Statement for Item No. 6 of this Notice	Refer Explanatory Statement for Item No. 7 of this Notice
Remuneration Last Drawn	Rs. 6.00 million	Rs. 6.00 million	Rs. 6.00 million

Names	Mr. Saurabh Amrutbhai Patel (DIN: 07627068)	Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595)	Mr. Samarth Bharatbhai Patel (DIN: 08036100)
Remuneration sought to be paid	As per the terms and conditions prescribed in the explanatory statement attached herewith	As per the terms and conditions prescribed in the explanatory statement attached herewith	As per the terms and conditions prescribed in the explanatory statement attached herewith
Number of Board Meetings attended during the Financial Year 2025-26	18	20	19
Date of Original Appointment	November 30, 2020	September 26, 2016	December 29, 2017
Date of Appointment in current terms	September 01, 2025	September 10, 2024	September 10, 2024
Directorship held in other companies*	Nil	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable	Not Applicable
Memberships / Chairmanships of committees of public companies**	NA	Member – 1 Committee	NA
Inter-se Relationship with other Directors.	NA	NA	NA

*Excluding Section 8 and Foreign Companies.

** Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

NOTES

SCODA®

TUBES LIMITED

THE BRAND YOU CAN TRUST

Survey No. 2442, 2443, 2446,
Village: Rajpur, Tal.: Kadi, Dist.: Mehsana,
Gujarat - 382715, India.

+91 2764 278278

info@scodatubes.com

www.scodatubes.com