

Date: September 02, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	To, National Stock Exchange of India Ltd Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
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Scrip Code: 543528

ISIN No: INEOJA001018

Symbol: VENUSPIPES

Subject: Intimation under Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of SEBI Listing Obligation and Disclosure Requirement) Regulations, 2015, please find enclosed herewith:

- The Notice of 09th Annual General Meeting schedule to be held on Monday 25th September, 2023 through Video Conference (VC) / Other Audio-Visual Means (OAVM).
- 09th Annual Report for the Financial Year ended March 31, 2023.

The above-mentioned documents are being dispatched today i.e. 02nd September, 2023 through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants/ Registrar and Transfer Agent and also being made available on the website of the Company at the weblink <https://www.venuspipes.com/investors/financials/>

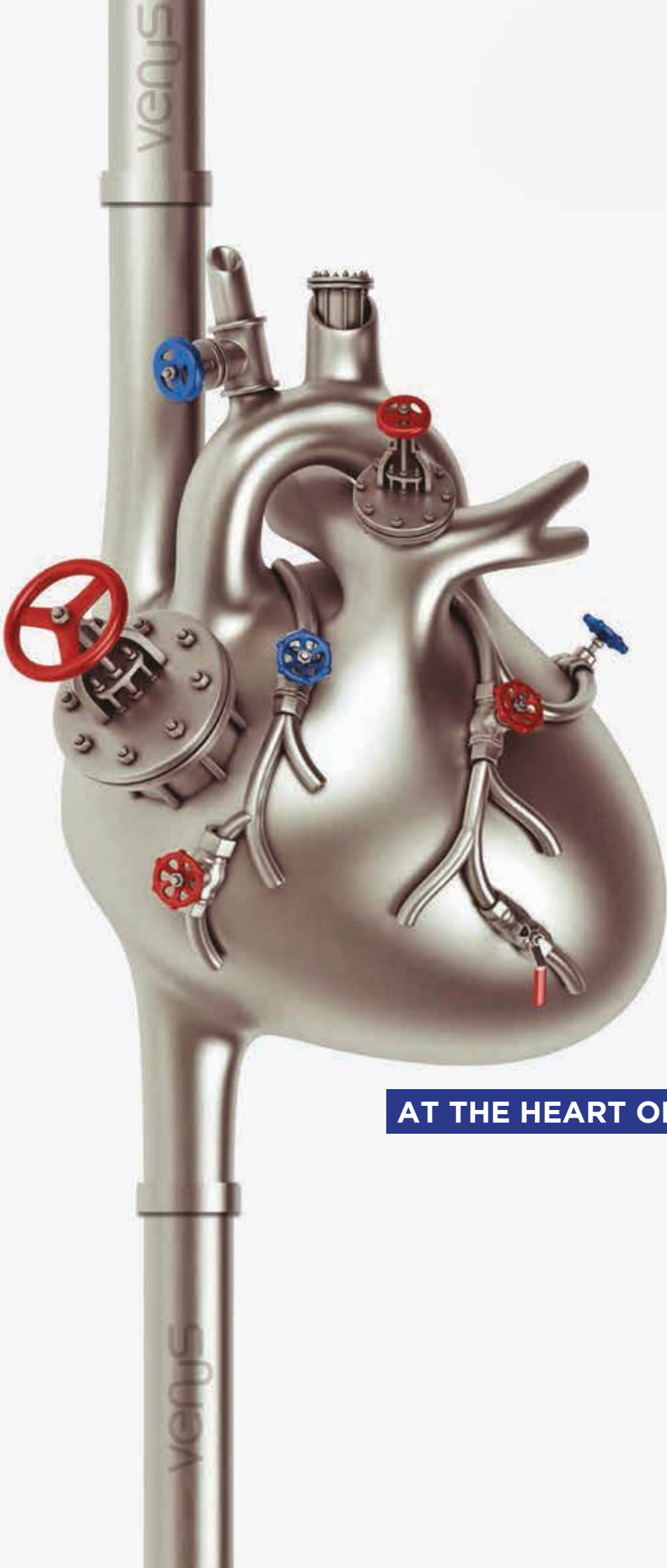
This is for your information and for the public at large.
Kindly take the same on your record.

Thanking you,

For Venus Pipes & Tubes Limited

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

VENUS[®]
PIPES AND TUBES



AT THE HEART OF

**EVERY
INDUSTRY**

**VENUS
PIPES & TUBES LIMITED**

ANNUAL REPORT 2022-23

ACROSS THE PAGES

01-24 CORPORATE OVERVIEW

At the Heart of Every Industry	1
Welding Opportunities with Strong Capabilities	2
Manufacturing Pipes that Propel Progress	4
Boosting Growth with Promising Performance	6
From the Managing Director's Desk	8
Solidifying Leadership with Thriving Presence	10
Advancing with State-of-the-Art Infrastructure	12
Driving Capacity Expansion and Backward Integration	14
Accelerating Geographical Expansion	16
Amplifying Our Brand Positioning	17
Improving Efficiency through Cutting-edge Technology	18
Sustainability at our Heart	20
Meet the Board	22
Strong Management Team	23
Corporate Information	24

26-134 STATUTORY REPORTS

Management Discussion and Analysis	26
Notice	40
Board's Report	61
Corporate Governance Report	69
Business Responsibility and Sustainability Report	98

135-193 FINANCIAL STATEMENTS

For more investor-related information, please visit:

<https://www.venuspipes.com/investors/financials/>



Or,
simply scan to view
the online version
of the report

Investor Information

Market Cap	NSE: ₹ 1,514.09 cr. BSE: ₹ 1,519.47 cr.
CIN	L74140GJ2015PLC082306
BSE Code	543528
NSE Symbol	VENUSPIPES
Dividend Recommended	₹ 0.50/- per equity share
AGM Date	25 September, 2023
AGM Mode	Video Conferencing (VC), Other Audio-Visual Means (OAVM)



**Achieved
Golden
Book of
World
Record for
the Fastest-
Subscribed
IPO in Just
87 Minutes**

Disclaimer: This document contains statements about expected future events and financials of Venus Pipes & Tubes Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

AT THE HEART OF EVERY INDUSTRY

Venus Pipes & Tubes Limited stands tall as a symbol of excellence, innovation, and perseverance. For over eight illustrious years, our enduring relationship with stainless steel products has positioned us at the helm of affairs. In a rapidly evolving world, where strength and durability reign supreme, we emerge as a trusted partner for a multitude of industries. Serving as vital conduits, our products fuel progress and drive excellence.

As we forge a promising future, we embrace a philosophy that transcends mere product creation. All through our journey, we thrive as the catalysts of advancement, providing transformative solutions that empower industries to soar to unprecedented heights.

We infuse each step of our meticulous manufacturing process with expertise and attention to detail, ensuring that our pipes and tubes not only meet but also surpass the most stringent industry standards.

As we embark on our journey of growth, we traverse continents from Asia to Europe to Africa, offering bespoke products and solutions that resonate with the pulsating core of every industry. Our pursuit of excellence allows us to leave an indelible mark, crafting value and nurturing fruitful relationships with all our esteemed stakeholders. Together, we forge a path towards shared success, firmly planting ourselves At the Heart of Every Industry.

Key Highlights of 2022-23

Financial

₹ **552** cr. **43%**
YoY

Highest-ever
Annual Revenue

₹ **69** cr. **40%**
YoY

Highest-ever
Annual EBITDA

12.50%

EBITDA Margin

₹ **44** cr. **40%**
YoY

Profit after
Tax (PAT)

WELDING OPPORTUNITIES WITH STRONG CAPABILITIES

At Venus Pipes & Tubes Limited, we deliver the finest products to our valued customers. We are equipped with cutting-edge machinery, including advanced, pilgers, expanders, tube-mills with plasma welders, draw benches, and bright and solution annealing furnaces, and an array of other ancillary equipment.

Throughout our journey, we have consistently achieved exceptional quality and production standards by integrating cutting-edge technologies into our manufacturing processes. To ensure the highest level of quality, we have established a fully-equipped, in-house quality control lab that strictly adheres to international standards. Our product

portfolio is designed to serve a diverse range of industries, encompassing chemical, petrochemical, engineering, fertilisers, pharmaceutical, power, food processing, paper, oil & gas, and aerospace sectors. We strive to meet the unique requirements of each industry, providing tailored solutions that align with their specific needs.

With a highly dedicated and youthful team at our helm, our aim is to lead the tubular solutions industry in terms of product excellence, quality, adherence to standards, material range, competitive pricing, and, above all, customer satisfaction. Our expansive production facility spans an impressive 92,978 square metres. Strategically located in the Bhuj region of Kutch, India, our facility enjoys proximity to two major sea ports, facilitating seamless logistics and ensuring efficient delivery of our products.

Our Ethos



Our Vision

- Making ourselves as first reference and preference in stainless steel pipes and tubes manufacturer
- To be a leading manufacturer and provider for demanding and challenging applications for stainless steel pipes and tubes



Our Mission

- To provide quality and flawless service for dealing with customer/supplier and distributors
- For transparency and high-quality delivery, establishing integrated system with the help of IT



Core Values

- We are working with the highest ethical standards in all aspects of our activities
- Innovation, quality and service are most important for us and our business
- Priority to establish and maintain positive long-term relationship with our business partners

Our Stature

328

Employees
(On-roll)

60+

Clientele who
are Fortune 500
Companies in India

More than **9** Diversified

End-user Industries
Catered by Us

20+

Countries Export
Reach

Our Operational Capabilities

12,000 Metric Tonnes p.a.

Total Installed Capacity

33,600 Metric Tonnes p.a.

Post Expansion Capacity

9,600 Metric Tonnes p.a.

Backward Integration

Years	Certifications & Accreditations
2016	Our manufacturing facilities at Dhaneti have been accredited with management system standards certificate for compliance with ISO 9001:2015, ISO 14001:2015 requirements
2017	Our Company has been verified and recognised as material manufacturer according to AD 2000 - Merkblatt W0 by The TÜV NORD Systems GmbH & Co. KG
2017	Our Company has been certified as quality-assurance system related to the material by The TÜV NORD Systems GmbH & Co. KG.
2018	Our Company has received approval of Indian Boiler Regulations – 1950 from the Office of the Director of Boiler, Gujarat
2022	Our Company has received approval of Bureau of Indian Standard (BIS) for Stainless Steel Seamless and Welded Pipes & Tubes



ISO Certificate



IBR Certificate



TUV - AD 200
Merkblatt W0



BIS Welded
Pipes & Tubes



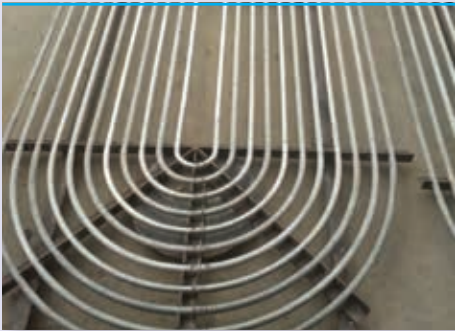
BIS Seamless
Pipes & Tubes

MANUFACTURING PIPES THAT PROPEL PROGRESS

At Venus, we are dedicated to delivering an extensive selection of stainless-steel pipes and tubes that excel in serving various industries. Committed to upholding the highest quality standards, our products are manufactured in accordance with the international standards, ensuring reliability and performance. Our comprehensive product portfolio caters to the needs of both domestic and international markets, exemplifying our commitment to serving a global clientele. By integrating cutting-edge technology and leveraging innovative techniques, we continuously progress and meet the evolving needs of our customers.

Product

Application



Stainless Steel High Precision and Heat Exchanger Tubes

- Heat Exchangers
- Pressure Vessels
- Chemicals and Fertilisers
- Marine Equipment
- Refinery and Petrochemical
- Process Industry
- Dairy/Pharmaceutical Industry
- Nuclear Power Generation
- Automotive
- Aerospace



Stainless Steel Hydraulic and Instrumentation Tubes

- Nuclear & Thermal Power Generation
- Oil & Gas
- Process Industries
- Chemicals and Fertilisers
- Nuclear Power
- Food & Beverage Processing
- Automotive
- Aerospace
- Medical and Pharmaceutical



Stainless Steel Seamless Pipes

- Onshore and Offshore Oil & Gas Production, Exploration and Transport
- (OCTG - Oil Country Tubular Goods)
- Chemical & Petrochemical
- Energy and Power
- Mechanical and Plant Engineering
- Marine Equipment
- Pulp & Paper
- Pharmaceutical Industry

Product



Application

Stainless Steel Welded Pipes

- Chemical & Petrochemical
- Gas Industry
- Power Generation
- Mechanical and Plant Engineering
- Marine Equipment
- Pulp & Paper
- Pharmaceutical Industry



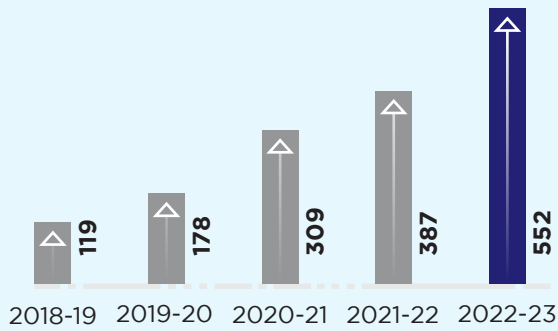
Stainless Steel Box Pipes

- Multiple Industries, Especially for Industries having Structural Fittings like
 - Factories
 - Warehouses
 - Temporary Structures

BOOSTING GROWTH WITH PROMISING PERFORMANCE

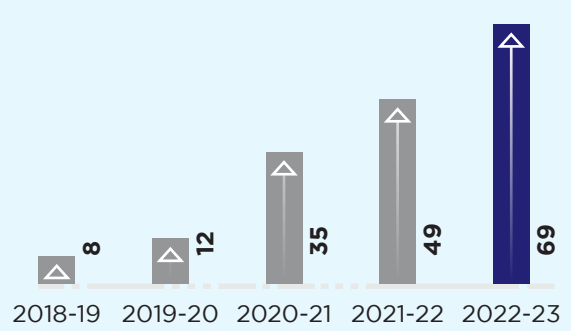
Revenue (in ₹ cr.)

47% CAGR



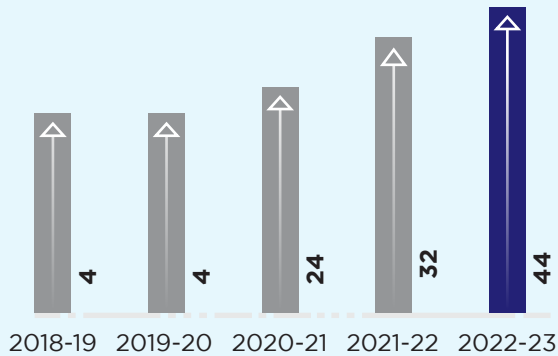
EBITDA (in ₹ cr.)

70% CAGR

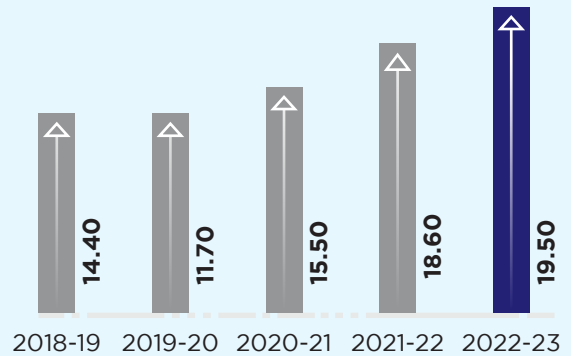


PAT (in ₹ cr.)

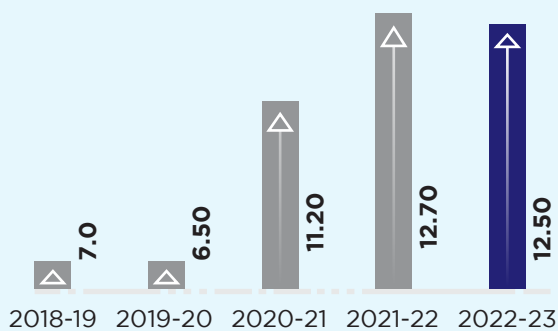
86% CAGR



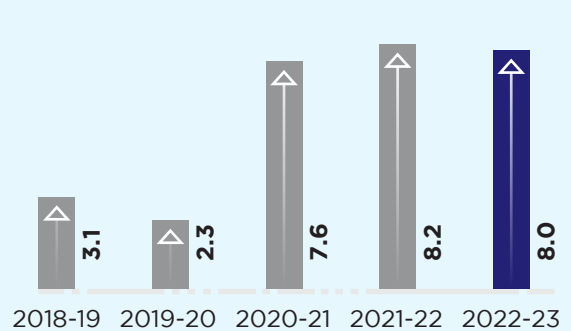
Gross Profit Margin (in %)



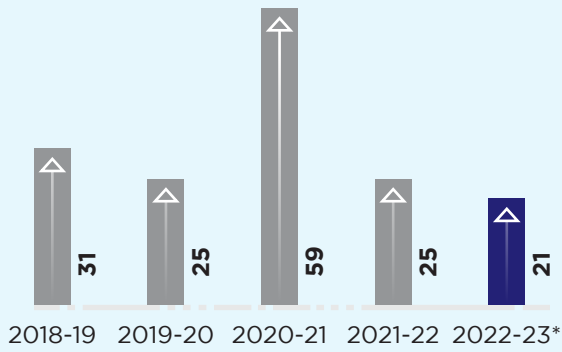
EBITDA Margin (in %)



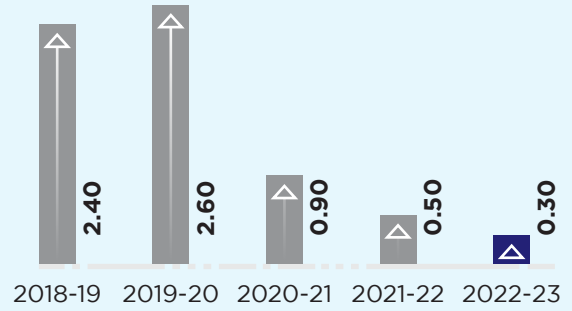
PAT Margin (in %)



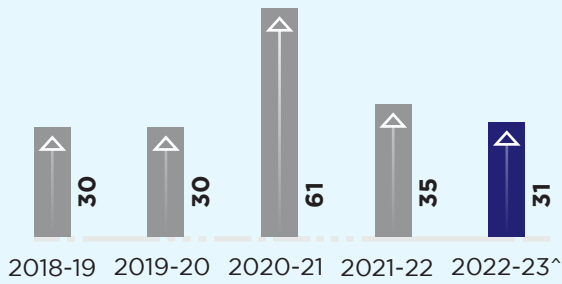
ROE (in %)



Debt/Equity Ratio (x)



ROCE (in %)

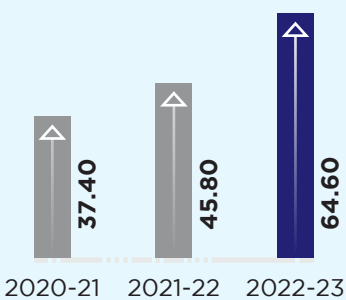


* Excluding ₹ 107.90 cr. raised via IPO for capacity expansions

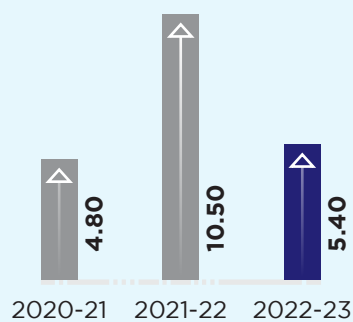
^ Excluding CWIP of ₹ 121.6 cr from total capital employed

Sales Split across Geography (in %)

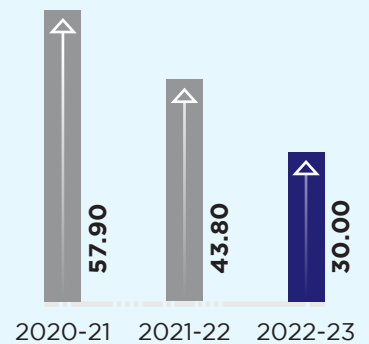
Domestic



Exports



Stockists/Traders



FROM THE MANAGING DIRECTOR'S DESK



I am delighted to share that our reputation and brand value have been recognised on a global scale. We have proudly attained the Golden Book of World Record for the fastest-subscribed IPO, achieving this stupendous feat in just 87 minutes. This extraordinary accomplishment stands as a testament to the trust and confidence you have placed in us.

Dear Stakeholders,

It is with immense pleasure that I present to you the Annual Report of Venus Pipes & Tubes Limited. As we commemorate the completion of our first year of being listed, I take the opportunity to extend my heartfelt gratitude to all our valued stakeholders, including suppliers, customers, Board of Directors, bankers, and employees, who have been integral to our remarkable journey. Your support and dedication have been instrumental in our achievements so far.

I am delighted to share that our reputation and brand value have been recognised on a global scale. We have proudly attained the Golden Book of World Record for the fastest subscribed IPO, achieving this stupendous feat in just 87 minutes. This extraordinary accomplishment stands as a testament to the trust and confidence you have placed in us.

Economic and Industrial Highlights

As we reflect on the past, we take inspiration from the journey of the Indian economy that has showcased extraordinary resilience in the face of formidable global challenges, positioning itself as a beacon of hope on the global stage. India's economy has gained recognition as one of the fastest-growing, highlighting the robust demand observed across various industries. Furthermore, with numerous manufacturing bases shifting their focus to India, the nation is on the cusp of becoming a global manufacturing hub. The Government's implementation of several initiatives, including the Production Linked Incentive (PLI) scheme, has fostered India as a reliable supplier to the world.

Shifting our focus to the industrial landscape, the Indian stainless-steel sector has positioned itself as a key player on the global stage. As the second-largest producer and consumer of stainless-steel worldwide, India boasts an impressive manufacturing capacity, exceeding 6.8 mn tonnes annually. Looking back, the year 2022 proved to be fruitful for the stainless-steel industry, primarily due to heightened investments in infrastructure development through the country. Although India's per capita steel consumption stands at 2.5 kg, significantly lower than the global average of 6 kg per capita, the industry is poised for substantial growth. To support the growth of the domestic stainless-steel industry, the Indian Government has imposed an anti-dumping duty on the import of stainless-steel seamless tubes, pipes, and hollow pipes from China. This measure, combined with the mandatory use of BIS certified products and export rebate withdrawal by China, created additional growth opportunities for the industry.

Our Performance

Operational Highlights

At Venus, as we celebrate the successful completion of another year, it brings us immense joy to share that we

have made significant strides in expanding our market presence. We have not only deepened our penetration in existing territories but also established a strong foothold in new and exciting markets. This growth can be attributed to the exceptional quality of our products and the brand value we have built for Venus, expanding our customer base nationwide. Going forward, we are confident in our ability to further increase our value share from existing customers and acquire new customers.

While celebrating our achievements, it is equally important to acknowledge and address the challenges we have faced. In 2022-23, we experienced a decline in our export services. Several factors contributed to this decline, including the prevailing inflationary environment and geopolitical tensions in Europe. Furthermore, the acceptance of products made from imported raw materials by certain customers in the global market also played a role in the decline of our export services. Nonetheless, we have maintained consistent supply of high-quality products in a timely manner. Consequently, our share of sales to direct domestic customers has increased significantly, reaching 65% in 2022-23, as compared to 46% in 2021-22. Our share of sales to direct domestic customers rose by 102% in 2022-23. These figures stand as a testament to the quality of our products and the trust our customers place in the Venus brand.

Financial Highlights

In 2022-23, we achieved an impressive volume increase of 74% for our high-margin seamless pipes. Our total volume for the year reached 13,127 metric tonnes compared to 11,585 metric tonnes in 2021-22. Despite capacity constraints, we achieved record-breaking 43% year-on-year revenue growth in 2022-23 and the highest-ever 40% year-on-year increase in EBITDA during the year. We recorded 86% CAGR in PAT from 2018-19 to 2022-23. With the expansion of our capacity, we now have the demand in place to support our growth. The substantial increase in revenue also resulted in higher working capital requirements. Nonetheless, our Operating Cash Flow (OCF) turned positive through focussed efforts on managing our working capital needs in 2022-23.

Our Growth Imperatives

The entire capacity expansion plan will come in 2023-24. At Venus, we will have additional capacity of 6,000 MTA for seamless pipes & tubes and along with it 9,600 MTA for Mother Hollow Pipe, which will serve as a backward integration for our raw material requirements in the seamless region. This will significantly decrease our reliance on outsourced raw materials, enabling us to deliver high-quality products to our customers in a timely manner.

Further, we will have a capacity of 8,400 MTA for higher-diameter welded pipe tubes. Additionally, we also expect to begin production of LSAW (Longitudinal Submerged Arc Welded) pipes at a capacity of 7,200 MTA. With this expansion, we are well-positioned to serve a wider customer base and capitalise on the increasing opportunities presented by the market.

Geographical Expansion

Our core emphasis lies in solidifying our position within the European Union, capitalising on the trust and reputation we have already cultivated. Through nurturing our existing connections and leveraging our proven track record, we are resolute in our pursuit to amplify our market presence and cultivate fresh prospects in the global area.

Brand Positioning

We remain focussed to strengthening the presence and reputation of our esteemed brand, 'Venus'. To achieve this objective, we have implemented a range of strategic initiatives directed towards enhancing our visibility and recognition within the industry. One such initiative is our active participation in prominent industrial trade fairs and exhibitions. These events serve as valuable platforms for us to showcase our wide range of products, highlight their distinctive features and benefits, and engage with potential customers in productive interactions to derive mutually beneficial partnerships. Through these concerted efforts, we aim to align ourselves with industry peers, ensuring that our brand receives the recognition it deserves.

Cutting-Edge Technology

In line with our commitment to technological advancement, our proposition involves the implementation of an Acid Regeneration Plant (ARP), which aims to significantly decrease the usage of acid within our manufacturing process, ultimately leading to enhanced operating margins. We have a steadfast belief in the indispensable role of our in-house technological capabilities in the efficient management and growth of our operations. Our technological prowess empowers us to enforce rigorous operational and financial controls, thereby achieving optimal resource utilisation and effective cost management. By leveraging these capabilities, we are committed to driving efficiency, productivity, and profitability throughout our organisation.

Way Forward

As we enter 2023-24, we do so with an optimistic outlook and a strong momentum driven by the commencement of our new capacities and the implementation of our backward integration strategy. Our growth trajectory remains strong as we actively aim to expand our reach across various sectors. As we build a prosperous future, we remain committed to maintaining a diverse portfolio of products, clients, and geographical presence – aimed at strengthening our presence in every industry – fuelled by our enthusiasm and determination.

Warm regards,

Arun Axaykumar Kothari

Managing Director

SOLIDIFYING LEADERSHIP WITH THRIVING PRESENCE



Global Presence

At Venus, we stand as a prominent and trusted manufacturer of stainless-steel pipes and tubes, establishing our leadership position in the industry. Our commitment to innovation has allowed us to expand our reach and offer uncompromised services and products worldwide. We take immense pride in our extensive global presence, as we serve customers in more than 20 countries across the globe. Leveraging our global prominence, we are dedicated to assisting industries around the world in achieving their goals. We have expanded our global presence to the following countries:

- United Kingdom
- France
- South Africa
- United Arab Emirates (UAE)
- Italy
- Poland
- Oman
- Sri Lanka
- Austria
- Germany
- Iran
- Spain
- Brazil
- Romania
- Belgium
- Israel
- Ethiopia
- Slovenia
- Russia
- Thailand
- Saudi Arabia
- Turkey



Domestic Presence

In the domestic market, we sell our products to the end-customers as well as traders/stockists to drive growth in different industries. We have expanded our domestic presence to the following states:

- Andhra Pradesh
- Assam
- Bihar
- Chhattisgarh
- Dadra & Nagar Haveli and Daman & Diu
- Delhi
- Goa
- Gujarat
- Haryana
- Himachal Pradesh
- Jharkhand
- Karnataka
- Kerala
- Madhya Pradesh
- Maharashtra
- Odisha
- Punjab
- Rajasthan
- Tamil Nadu
- Telangana
- Uttarakhand
- Uttar Pradesh
- West Bengal

ADVANCING WITH STATE-OF-THE-ART INFRASTRUCTURE

At Venus, our manufacturing plant is situated along the Bhuj-Bhachau highway in Dhaneti, Kutch, Gujarat. This location offers us a significant advantage, with the ports of Kandla and Mundra conveniently located approximately 55 kilometres and 75 kilometres away, respectively. This proximity enables us to minimise logistical costs associated with the procurement of raw materials as well as the import and export of our products. In line with our commitment to advancing with strategic resources, our presence in Kutch, Gujarat, allows us to harness the full potential of our operations.

As an advantage to our strategic locations, our manufacturing facility has a total installed capacity of 12,000 metric tonnes per annum as of 31 March, 2023, enabling us to cater to market demands effectively.

The strategic location of our manufacturing plant, coupled with our cutting-edge equipment and storage capabilities, positions us favourably to optimise operations, reduce costs, and deliver superior products to our customers.

92,978 Sq. Mt.

Land Allocated for Facility

Venus™
PIPES AND TUBES

Quality Testing

Venus embodies a pursuit of excellence when it comes to quality. We have implemented robust checks and testing systems throughout our operations to ensure quality. From the procurement of raw materials to the manufacturing process, we have rigorous quality control measures in place. These measures are designed to monitor and assess the quality and integrity of our products, ensuring they meet or exceed the expectations of our customers.



Destructive Tests

- Tensile Test
- Hardness Test
- IGC Test
- Reverse-bend Test
- Flattening, Flaring & Flange Test

Non-Destructive Tests

- Hydro-Static Test
- Eddy Current Test
- Air under Water Test
- Spectro Test
- Borescopic Test

DRIVING CAPACITY EXPANSION AND BACKWARD INTEGRATION

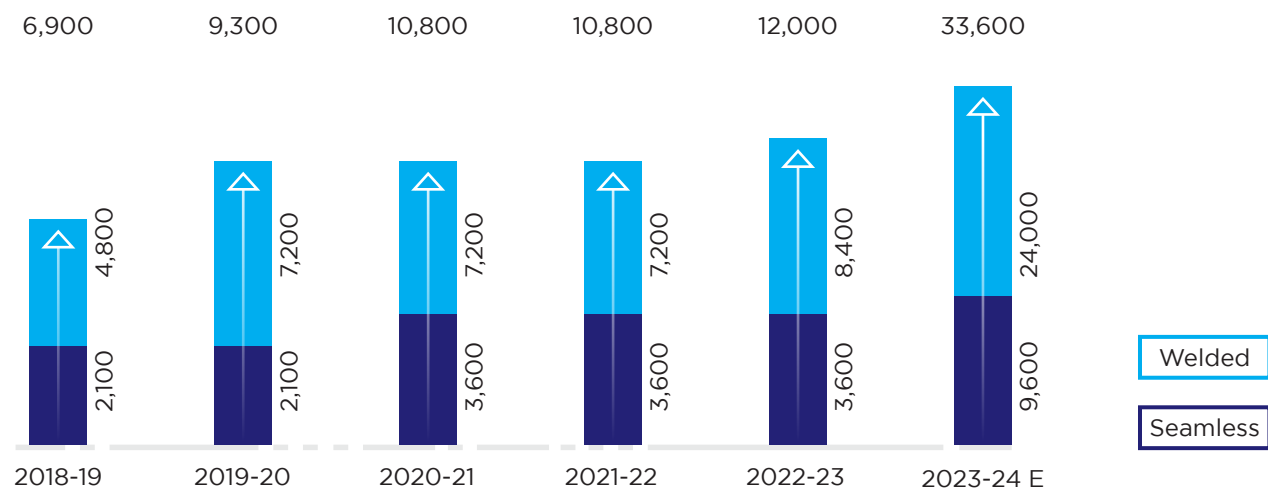
Venus specialises in the production of welded pipes/tubes ranging from 6 mm to 219.3 mm in diameter, as well as seamless pipes/tubes ranging from 6 mm to 114.3 mm in diameter. In response to the escalating market demand and in our pursuit to strengthen our competitive advantage, we are actively planning to expand our manufacturing capabilities. This expansion will enable us to produce welded pipes/tubes with diameters up to 1,422.4 mm and seamless pipes/tubes up to 168.3 mm. By increasing our production capacity, we aim to effectively meet the needs of our existing clients, while also attracting new customers. This step is aimed at fortifying our position in the industry and laying a solid foundation for future growth.

To further enhance our capacities, we are planning to commence commercial production at our new plant for seamless pipes and higher diameter welded pipes. This will mark a significant milestone for our Company as we will also achieve commercial production for our backward integration of seamless pipes, by manufacturing mother hollow pipes. This development will be instrumental in reducing our reliance on imported raw materials, thus enhancing our supply chain independence.

Additionally, we are looking at making our LSaw division operational with a capacity of approximately 600 metric tonnes, further expanding our production capabilities. These advancements will signify our commitment to meeting the evolving needs of our customers.

Capacity Expansion for Finished Products

(To cater to increasing demand in domestic and export markets) (in MTPA)



Opportunities Shaping Growth: Way Forward

Major Policies in Steel & Steel Pipes & Tubes Sector

- Strengthening the raw material supply chain
- Notifying stainless steel pipes under steel quality control order
- Imposing anti-dumping duty
- Implementing domestically manufactured iron and steel products policy (DMISP)
- Initiating duty reduction structure

Demand Generation from Government Initiatives

- Production Linked Incentives (PLI) Scheme: The Government has announced ₹ 1.97 trillion to be spent in the next five years for PLI schemes in 13 Sectors
- Aatmanirbhar Bharat Packages
- National Manufacturing Policy
- National Infrastructure Pipeline (NIP)

Pursuing Capacity Expansion...

Particulars	Current		Post Expansion	
	Size (mm)	Capacity	Size (mm)	Capacity
Seamless	6-114.3	3,600 MTPA	6-168.3	9,600 MTPA
Welded	6-219.3	8,400 MTPA	6-1,422.4	24,000 MTPA
Mother Hollow	NA	0	NA	9,600 MTPA

...alongside Backward Integration

Additionally, as part of our backward integration strategy, we are planning to establish a piercing line with a monthly capacity of 800 Metric Tons to manufacture hollow pipes. We are confident that this establishment will contribute to achieving seamless backward integration of our processes. Furthermore, it will have a positive and direct effect on enhancing our manufacturing control over the production of seamless pipes, effectively reducing our reliance on imported raw materials. Consequently, we anticipate a substantial improvement in our operating margins as a result of this integrated approach. By optimising costs through this measure, we expect to enhance our overall profitability and drive positive outcomes across our operations. Thus, the backward integration strategy and its outcome can be summed up as the following:

- Implementing backward integration strategy of setting up a piercing line for manufacturing of hollow pipes
- With the piercing plant in place, we will be able to produce hollow pipes from SS round bar

Outcomes of Expansion



This will enable us to increase our profitability, going forward.

ACCELERATING GEOGRAPHICAL EXPANSION

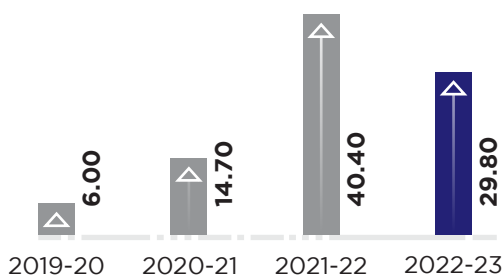
Venus, since venturing into the international market in 2017, has achieved significant milestones by successfully exporting products to approximately more than 20 countries. Significant destinations include Brazil, the United Kingdom, Israel, as well as various countries within the European Union. In order to expand our presence and increase our market share on a global scale, we have adopted a multi-faceted approach.

Furthermore, to effectively cater to the European market, we have enlisted the services of a dedicated marketing representative. Through these measures, we aim to amplify our international market penetration and strengthen our position as a trusted supplier of our products on a global scale.

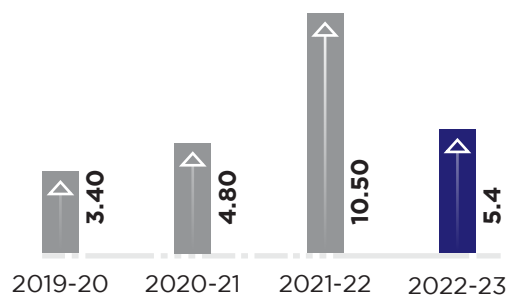
Despite our relatively short operating history and the initially limited revenues from exports, we have successfully built a solid reputation in the international market. Within a limited time frame, we have managed to establish strong relationships with stockists, traders, and exclusive distributors, which have contributed to our success. We continue to primarily focus on strengthening our position within the European Union, leveraging the credibility and rapport we have already established. By deepening our relationships and leveraging our track record, we are determined to further enhance our market presence and forge new opportunities in the international arena.

Contribution from Export Revenue

(In ₹ cr.)



(In %)



AMPLIFYING OUR BRAND POSITIONING

At Venus, considering our current market presence and the diverse sectoral reach and geographical footprint, we are further penetrating the market and establishing our brand 'Venus' as a prominent player in the industry. To achieve this, we have outlined a comprehensive strategy aimed at strengthening our brand and enhancing its visibility.

Brand building is a critical aspect of our strategy at Venus, and we consistently invest significant efforts in this endeavour. We recognise the importance of establishing parity with our industry peers, and to accomplish this, we intend to undertake various marketing initiatives. These initiatives include active participation in industrial trade fairs and exhibitions, providing us with valuable platforms to showcase our products and engage with potential customers. Additionally, we seek to leverage digital marketing channels to enhance our brand presence in the online sphere, thereby reaching a wider audience.

We firmly believe that through these marketing endeavours, we will be able to improve our brand positioning, increase overall brand recall value, and effectively align with our growth strategy. By reinforcing our brand 'Venus' in the minds of our target audience, we aim to further expand our market share and solidify our standing within the industry.

Creating brand for 'Venus', thereby increasing the contribution from direct sales for higher realisations through various brand building activities:



IMPROVING EFFICIENCY THROUGH CUTTING-EDGE TECHNOLOGY

At Venus, we take pride in our highly advanced and fully automated production process. Our state-of-the-art equipment and machinery, housed in our cutting-edge manufacturing facility, allow us to deliver exceptional results. Furthermore, our robust infrastructure is specifically designed to cater to the unique requirements of our product line, ensuring that we manufacture our products in adherence to our stringent quality standards. This enables us to not only meet customer demands but also manufacture our products with precision and consistency.

We firmly believe that our in-house technology capabilities continue to play a crucial role in effectively managing and expanding our operations. These capabilities empower us to implement rigorous operational and fiscal controls, resulting in optimal resource utilisation and cost management.

Acid Regeneration Plant

We propose to install an acid regeneration plant (ARP) to significantly reduce acid consumption in our manufacturing process. We are confident that this initiative will greatly contribute to improving our operating margins.

The Function of the ARP

Within our manufacturing process, we implement a series of surface treatment procedures known as pickling and passivation. These processes are crucial for treating both the inner and outer surfaces of our pipes. We employ a combination of acids, with the addition of a corrosion inhibitor or active agent, to effectively carry out these treatments. The primary objective is to eliminate oxide scales and grease from the surface of the pipes through chemical action, resulting in a thoroughly clean and lustrous metal surface.

Going forward, we anticipate that the implementation of the ARP will yield substantial environmental and economic benefits. By reducing the usage of raw acids and chemicals in the neutralisation plant, we can minimise the environmental impact associated with their production and disposal. This reduction in chemical consumption will also contribute to a decrease in sludge production, further mitigating the waste generated during the pickling process.

Furthermore, the ARP is expected to enhance plant productivity. With fewer interruptions for the disposal of sludge and reduced downtime for cleaning pickling tanks filled with sludge, the overall operational efficiency of the plant will improve. This increased productivity will translate into smoother operations, reduced downtime, and enhanced output.

SUSTAINABILITY AT OUR HEART

With a strong commitment towards sustainability and responsible business operations, we focus on producing high-quality pipes and tubes, while minimising its environmental impact. We actively promote social welfare initiatives, including employee well-being, fair labour practices, and community engagement.

Additionally, we maintain a strong governance framework, upholding transparency, accountability, and ethical standards in our operations. By integrating environmental, social and governance considerations into business practices, we set a positive example for the industry.



Environment Stewardship

Venus places a strong emphasis on environmental sustainability and acknowledges the importance of proactively reducing its environmental impact. By doing so, we aim to create a comfortable, safe, and healthy workplaces for all stakeholders involved. We understand that climate change is one of the most pressing environmental and social concerns of our time. In response, we manufacture our products innovatively, with a focus on aiding and accelerating the transition to a low-carbon economy. By adopting sustainable practices and producing eco-friendly solutions, we actively contribute to address the challenges posed by climate change.



Social Initiatives

Venus prioritises integrity, operational excellence, and stakeholder satisfaction. We value our employees' knowledge, innovation, diversity, and teamwork, striving for success through strong business practices. We aim to bring happiness and spiritual success to the people of India, including employees, shareholders, customers, and local communities. By upholding these values, we create a positive work environment which contributes to the overall well-being of our stakeholders.

We highly value the rights of indigenous people, including their rights to self-determination and the preservation of their culture, identity, traditions, and customs. We have immense respect for the diversity and unique cultures of the communities in which we operate. We strive to ensure that our operations consider the needs and perspectives of indigenous communities, promoting their empowerment and well-being, while fostering sustainable development. By engaging in meaningful dialogue and partnership, we work towards creating a more inclusive and equitable society.



Strong Governance

Our governance framework is built on a solid foundation of robust policies, procedures, and regulatory compliance. Our Board of Directors, composed of experienced professionals from diverse backgrounds, provide strategic guidance, oversee risk management, and ensure that the interests of stakeholders are protected. With a focus on integrity and responsible decision-making, Venus maintains a culture of ethical conduct, fostering trust and confidence among employees, customers, and partners. Through effective governance, we not only uphold our commitment to delivering high-quality products and services but also strive to achieve long-term growth and value creation for our shareholders.

MEET THE BOARD



Jyantiram Motiram Choudhary

Chairman and Non-Executive Director

Jyantiram Motiram Choudhary is associated with our Company since its incorporation. He has over 11 years of experience in the steel industry.



Arun Axaykumar Kothari

Managing Director

Arun Axaykumar Kothari is associated with our Company since 2021 as a Director. He is a qualified Chartered Accountant and holds a bachelor's degree in Commerce from Rajasthan University.



Megharam Sagramji Choudhary

Whole-Time Director

Megharam Sagramji Choudhary is associated with our Company since its incorporation. He has over 16 years of experience in the stainless-steel welded pipes and tubes industry.



Kailash Nath Bhandari

Independent Director

Kailash Nath Bhandari holds a bachelor's degree in Law from Jodhpur University and has over 18 years of experience in the insurance sector. He is part of the Board of Hindalco Industries Limited as an Independent Director.



Pranay Ashok Surana

Independent Director

Pranay Ashok Surana holds a master's degree in Engineering from the Indian Institute of Technology, Bombay. He is the founder of Flyrobe and has been featured on the coveted Forbes 30 under 30 in the Asia list (2017) and in the India list (2019).



Komal Lokesh Khadaria

Independent Director

Komal Lokesh Khadaria is a Member of Institute of Companies Secretaries of India ('ICSI') and holds a bachelor's degree in Commerce. She has nine years of experience and has held the position of Chairperson of Surat Chapter of ICSI.



Dhruv Mahendrakumar Patel
Whole-Time Director

Dhruv M Patel is associated with our Company since 2015. He holds a bachelor's degree in engineering from University of Pune and a master's degree in Technology from CEPT University.



Shyam Agarwal
Independent Director

Shyam Agarwal holds a Doctorate degree in Law from University of Rajasthan and has over 15 years of experience. He is a member of the quality review board of the ICAI, New Delhi; and Chairman and Independent Director of the ICMAI Registered Valuers Organisation, New Delhi.

STRONG MANAGEMENT TEAM

Jyantiram Motiram Choudhary
Chairman and Non-Executive Director

Arun Axaykumar Kothari
Managing Director & CFO

Megharam Sagramji Choudhary
Whole-Time Director

Dhruv Mahendrakumar Patel
Whole-Time Director

Pavan Kumar Jain
Company Secretary and Compliance Officer



CORPORATE INFORMATION

BOARD OF DIRECTORS

Arun Axaykumar Kothari

Managing Director & CFO

**Megharam Sagramji
Choudhary**

Whole-Time Director

Dhruv Mahendrakumar Patel

Whole-Time Director

**Jayantiram Motiram
Choudhary**

Chairman and Non-Executive Director

Shyam Agrawal

Independent Director

Kailash Nath Bhandari

Independent Director

Pranay Ashok Surana

Independent Director

Komal Lokesh Khadaria

Independent Director

KEY MANAGERIAL PERSONNEL

Arun Axaykumar Kothari

Chief Financial Officer

Pavan Kumar Jain

Company Secretary

STATUTORY COMMITTEES

Audit Committee

Komal Lokesh Khadaria

Chairperson

Pranay Ashok Surana

Arun Axaykumar Kothari

Stakeholders' Relationship Committee

Pranay Ashok Surana

Chairperson

Shyam Agrawal

**Jayantiram Motiram
Choudhary**

Nomination and Remuneration Committee

Komal Lokesh Khadaria

Chairperson

Kailash Nath Bhandari

**Jayantiram Motiram
Choudhary**

Corporate Social Responsibility Committee

Shyam Agrawal

Chairperson

**Megharam Sagramji
Choudhary**

Dhruv Mahendrakumar Patel

Risk Management Committee

Komal Lokesh Khadaria

Chairperson

Arun Axaykumar Kothari

**Jayantiram Motiram
Choudhary**

AUDITORS

Statutory Auditor

M/s Maheshwari & Co
Chartered Accountants
Surat

Secretarial Auditor

M/s. Agrawal Mundra & Associates
Company Secretaries, Indore

Internal Auditor

Goyal Swati & Co
Chartered Accountants
Ahmedabad

REGISTRARS AND SHARE TRANSFER AGENTS

KFIN TECHNOLOGIES LIMITED

Selenium, Tower B, Plot No- 31 and
32, Financial District, Nanakramguda,
Serilingampally, Hyderabad,
Rangareddi 500 032 Telangana, India.

BANKERS

State Bank of India

Commercial Branch Morbi, Dharamjeet
Complex, 8A National Highway, Morbi
363 642 Gujarat, India

LISTED

- BSE Limited
- National Stock Exchange of
India Ltd. (NSE)

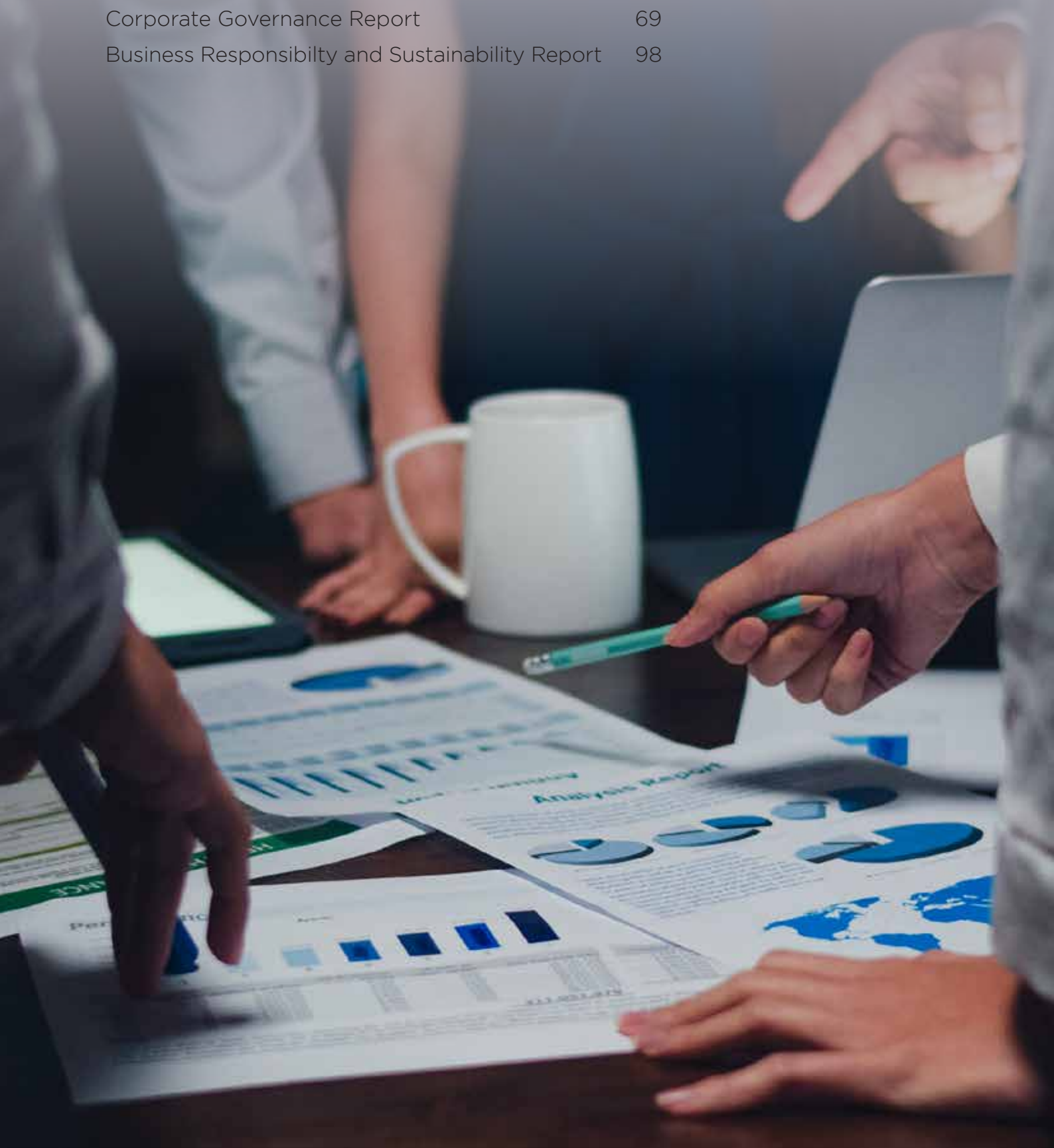
REGISTERED OFFICE

Survey No. 233/2 and 234/1, Dhaneti,
Bhuj, Kachchh - 370020 Gujarat, India.
Phone: +91 2836 232 183/84
Email Id- cs@venuspipes.com
Website - www.venuspipes.com
CIN- L74140GJ2015PLC082306

26-134

STATUTORY REPORTS

Management Discussion and Analysis	26
Notice	40
Board's Report	61
Corporate Governance Report	69
Business Responsibility and Sustainability Report	98



MANAGEMENT DISCUSSION & ANALYSIS

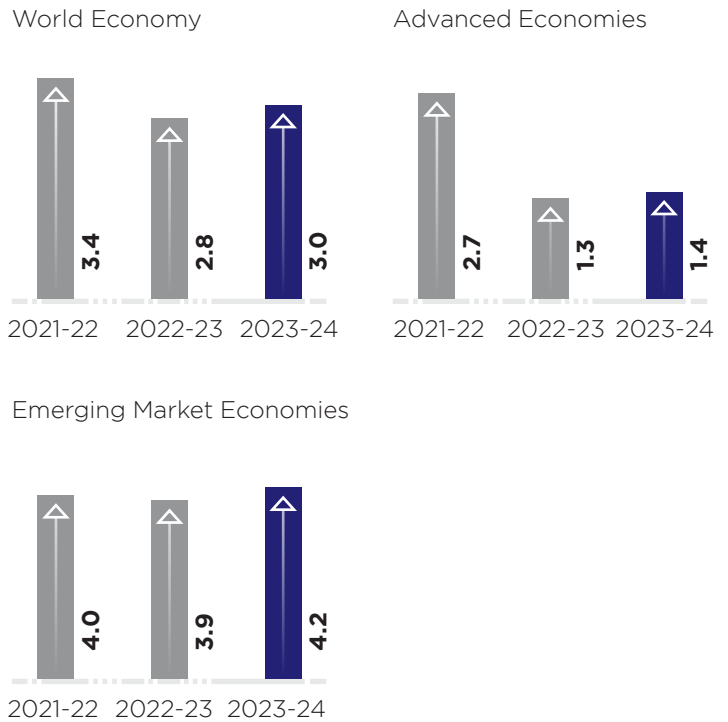
Economic Overview

Global Economy

The global economy continues to display signs of a steady recovery despite the challenges of Russia-Ukraine conflict and tightening monetary policy stance adopted across various nations. As economies gradually reopen, the disruptions in supply chains are diminishing, leading to stabilisation in energy and food markets, which were previously affected by the conflict. Moreover, many central banks are implementing coordinated efforts to tighten monetary policy, which is expected to yield positive results as inflation approaches target levels.

According to the International Monetary Fund (IMF), there is a slight downturn projected for global growth, with a decrease from 3.4% in 2022 to 2.8% in 2023.

World Economic Outlook Growth Projections (in %)



The global economic growth for advanced economies is expected to decline from 2.7% in 2022 to 1.3% in 2023. This deceleration can be attributed to various factors, including policy measures aimed at curbing inflation, the lingering impact of recent financial conditions, the ongoing conflict between Russia and Ukraine, and escalating geopolitical tensions. On the other hand, emerging markets and developing economies are projected to have stronger economic prospects compared to advanced economies, with growth expected to reach 3.9% in 2023 and further increase to 4.2% in 2024.

Global inflation is also predicted to decrease from 8.7% in 2022 to 7.0% in 2023 and further decline to 4.9% in 2024. This decline can be attributed to factors such as interest rate hikes, lower energy and food prices, and the easing of supply chain pressures. However, it is worth noting that core inflation, which excludes volatile items, has shown more resilience to these factors. Strong labour markets in several advanced economies indicate higher aggregate demand than initially anticipated, potentially necessitating further tightening of monetary policy or maintaining a tighter policy stance for a longer period.

The recent banking instability is a reminder that the world economic outlook is fragile, with downside risks still dominating and uncertainty increasing. The potential consequences of a sudden and substantial tightening of global financial conditions should not be underestimated. Such a scenario could have profound effects on credit conditions and public finances, particularly in emerging markets and developing economies. It could trigger significant capital outflows, a sudden increase in risk premiums, a flight to safety leading to the appreciation of the US dollar, and substantial declines in global economic activity. Consequently, this could result in reduced confidence, decreased household spending, and lower levels of investment.

Outlook

Despite the progress made, the global economy is bracing itself for another wave of obstacles and a decline in activity. This is due to the sluggish pace of structural reforms, increasing trade tensions, dwindling direct investment, and slower adoption of innovation and technology in fragmented regions. However, the outlook for 2024 is more optimistic, with a projected growth rate of 3.0%. It is widely predicted that the downturn will be moderate, giving everyone an opportunity to effectively tackle global issues. The export demand for Indian-manufactured stainless steel pipes and tubes is also witnessing a positive trend. Indian manufacturers have been able to establish a strong reputation for producing high-quality stainless steel pipes and tubes that meet international standards. The versatility of these products allows for their application in a wide range of sectors, contributing to their growing popularity in the global market.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023>)

Indian Economy

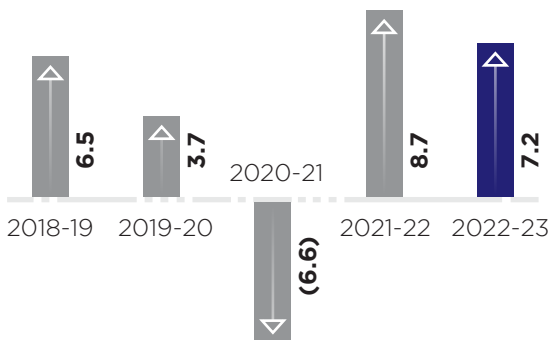
The Indian economy has demonstrated remarkable resilience, outperformed many other nations, positioning itself on a growth trajectory of 7.2% for 2022-23. This can be attributed to an optimistic business environment, robust industrial output, increased consumer spending, rapid vaccination coverage, increasing GST collections and the vision of 'Aatmanirbhar Bharat'. Retail inflation, as measured by the Consumer Price Index (CPI), reached 6.8% in 2022-23. This was mainly due to a steep decline in food inflation. The Consumer Food Price Index (CFPI) reached 3.84% in April 2023 as compared to 8.31% in April 2022. Despite facing global macroeconomic challenges and tightening monetary policies to tackle inflation, the growth momentum was consistent, revealing robustness in India's economy revival.





Indian Economy's GDP Growth Rate (in %)

GDP Growth Rate



Over the past decade, India has made remarkable progress in its economic growth and has risen from being the tenth-largest economy in the world to becoming a prominent player as the fifth-largest. This growth has been accompanied by a strong emphasis on the development of physical infrastructure in the country. The Indian Government has implemented various programmes and initiatives to enhance physical infrastructure across different sectors. For instance, the National Infrastructure Pipeline (NIP) launched in 2021 has witnessed

substantial expansion, with over 9,000 projects spanning 35 sub-sectors. The NIP plays a crucial role in driving infrastructure growth and creating opportunities for economic development in various regions of the country. The Indian Government has also launched the Production Linked Incentive (PLI) Scheme with ₹ 1.97 tn to be spent in the next five years in 13 Sectors. The Government's Make-in-India initiative and the National Manufacturing Policy has played a significant role in encouraging investment, promoting innovation, and strengthening the country's manufacturing capabilities.

Initiatives such as 'Amritkaal' and 'Saptarishis' aim to address economic disparities among the population of India, empower individuals in rural areas, enhance technological capabilities within the country, and reduce dependence on Government assistance. The Government's focus on inclusive development, expanding its reach and improving infrastructure and investments, tapping into untapped potential, promoting sustainable and environmentally friendly growth, harnessing the potential of the youth, and strengthening the financial sector will act as drivers in propelling India towards a promising and prosperous future.

Outlook

The Economic Survey released by the Central Government, projects a baseline GDP growth of 6.5% in real terms for India in 2023-24. India's growth prospects have an upside due to several factors. Firstly, the World Health Organisation has ended the global health emergency of the COVID-19 pandemic. Secondly, the re-opening of China's economy has not led to significant or prolonged inflationary pressures. Thirdly, the recessionary trends in major Advanced Economies (AEs) may lead to the cessation of monetary tightening and the return of capital flows to India. Finally, a stable domestic inflation rate below 6%, coupled with improved investor sentiment could further stimulate private sector investments.

(Source: <https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf>)

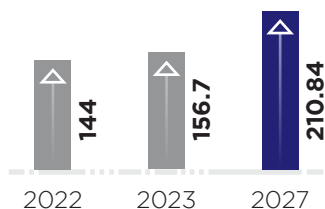
Industry Overview

Global Stainless Steel Industry

The stainless-steel (SS) industry is among the major contributing industries in economic growth in many economies, making a substantial contribution to global GDP. The global stainless-steel market reached at a near to the value of US\$ 143.5 bn in 2022. The global stainless-steel markets is anticipated to grow from US\$ 144 bn in 2022 to US\$ 156 bn in 2023, registering a compound annual growth rate (CAGR) of 8.8%. Further, it is estimated to grow to US\$ 210 bn in 2027 with an uptick of 7.9% CAGR. These estimates are majorly driven by continued growth in emerging economies particularly in China and India, increased focus on sustainability, development of new alloys with improved properties and expansion of production capacity in key markets, such as China and India.

(Source: https://issuu.com/saitbrc/docs/stainless_steel_pdf)

Global Stainless Steel Market Size Forecast till 2027



These estimates are primarily influenced by the rapid expansion of public and private investments in infrastructure, residential housing, and technological advancements in the steel industry. Moreover, the market is being driven by significant trends such as increased mobility, urbanisation, population, and economic development, as well as the growing impact of climate change, reduction of greenhouse gas and water consumption. The COVID-19 pandemic has been unprecedented and staggering with the stainless-steel industry however, these growth factors will improve the condition of the industry, making it more resilient and sustainable.

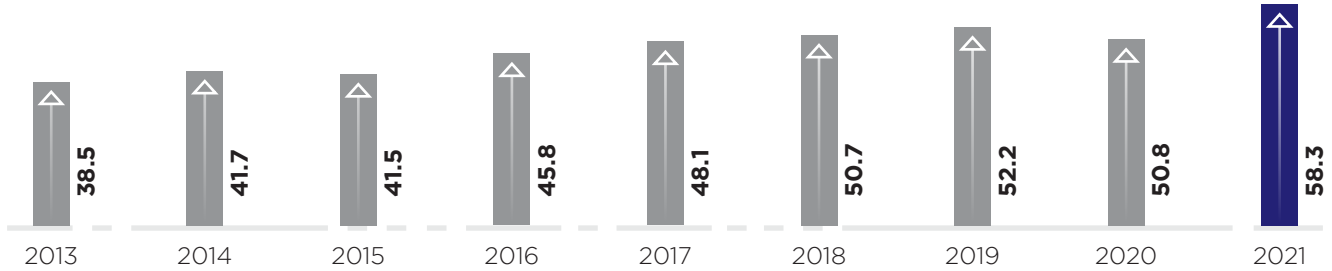
(Source: <https://www.fortunebusinessinsights.com/stainless-steel-market-106481>)



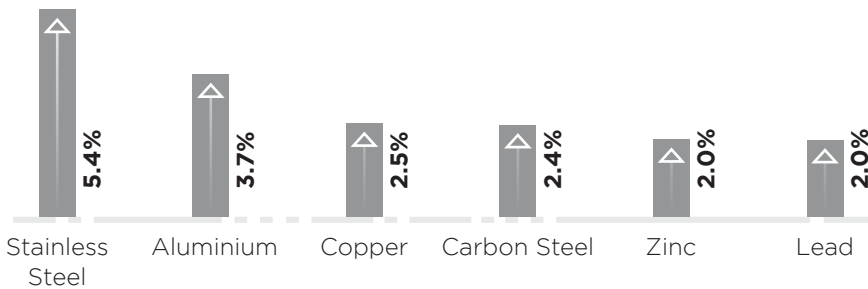
Steady Growth in the Global Stainless Steel Production

Global stainless-steel production (in tandem with demand) has registered a steady growth at a CAGR of 5.3%, from 38.5 MT (mn tonnes) in 2013 to approximately 58.3 MT (mn tonnes) in 2021. Stainless steel has been the fastest growing metal with ~5.4% CAGR over 1980-2021, as compared to aluminium (3.7%), copper (2.5%) or carbon steel (2.4%). The global stainless-steel tubes and pipes industry is expected to register a CAGR of 4% from US\$ 32 bn in 2019 to ~US\$ 41 bn by 2025.

Global Stainless-Steel Production (in mn tonnes)



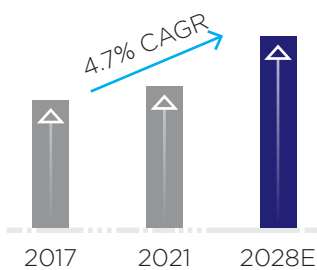
Growth in Different Metals between 1980-2021



The outlook for the stainless-steel industry is positive and it is anticipated to grow in the coming years, fuelled by the growing demand for stainless-steel market from different industries and increasing market competition with several major players operating in the market.

As per a report by Nuvama, the global stainless-steel pipes and tubes industry was anticipated to be nearly accounting for 20-25% of the global pipes & tubes industry. In coming years, the SS pipe and tubes are estimated to grow at a stable rate of 4.7% through 2028 with the total market size estimated to top US\$ 45 bn. At global space 10% of the steel produced is estimated to be converted to tubes.

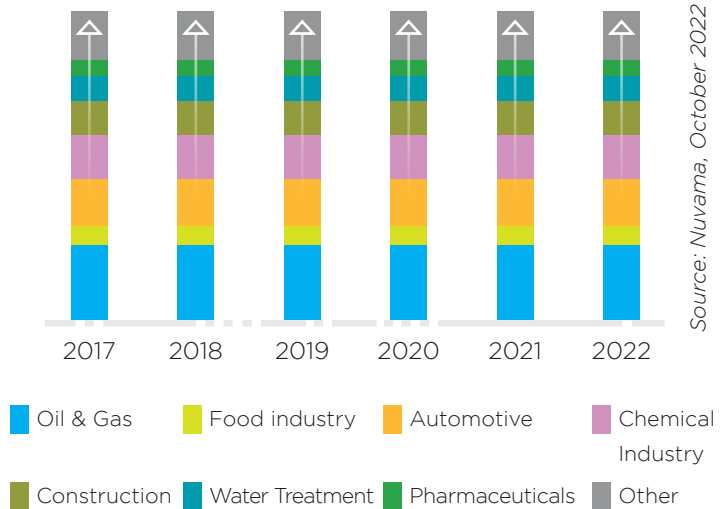
Global Stainless-Steel Pipes and Tubes Market



(Source: Nuvama, October 2022 report)

The growth of the market is mainly fuelled by the increasing demand from the construction, automotive, and oil & gas industries. Stainless steel pipes and tubes are used in different industries such as chemical, engineering, oil & gas, sewage treatment, and transportation of fluids. The global consumption of stainless steel pipes and tubes is dominated by the oil & gas sector, chemical, with the automotive and other industries.

Global Stainless-Steel Pipes and Tubes Market Share



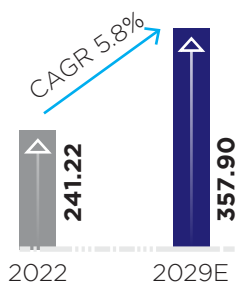
Source: Nuvama, October 2022 report

Technological advancements are one of the key trends in the steel pipes and tubes market. Major players operating in the space are focussed on developing innovative products to strengthen their position in the market.

Global Welded Pipes Market

The global welded pipes (includes carbon, alloy steel and stainless steel) market is valued at US\$ 241.22 bn in 2022 and it is anticipated to register a CAGR of 5.8% from 2023 to 2029, reaching nearly US\$ 357.94 bn. The market is fuelled by the structural and functional requirements of industries such as infrastructure spending on projects like airports, metros, and greenhouse structures, as well as improved infrastructure. Moreover, the extensive agricultural applications would boost the adoption of the market and aid in growth of the economies globally.

(Source: <https://www.maximizemarketresearch.com/market-report/welded-pipes-market/148354/>)



Market Size in US\$ Billion

Indian Stainless Steel Industry

Stainless steel is a highly versatile metal, and it has multiple applications in a wide range of industries, including consumer appliances, medical devices, transportation, and infrastructure. India has been producing and using stainless steel products for decades, but in recent years, the industry has experienced significant growth and expansion. As of March 2022, India had an installed capacity of approximately 6.8 mn tonnes (MT) for stainless steel.

(Source: <https://www.jindalstainless.com/wp-content/uploads/2023/03/Present-perfectfuture-continuous.pdf>)

Stainless steel has emerged as the metal of choice owing to its superior qualities such as robust strength to weight ratio, aesthetic hygiene, resistance at high temperature and complete recyclability. These properties make it suitable for various industries such as architecture, building and construction (ABC), automobiles, railways, transport (ART), consumer durables, and process industries.

(Source: <https://www.stainlessindia.org/UploadPdf/c39d81d1-1786-4ecc-ab87-9ee389645810.pdf>)

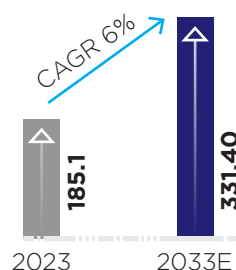
The demand in Indian stainless-steel industry was witnessed at ~4 mn tonnes in 2022-23, and it is anticipated to register a healthy compound annual growth of ~9% by 2025 which is near to the double of ~4.5% in the past five years. The growth is majorly fuelled by the increasing adoption of stainless steel

Global Seamless Pipes Market

The global seamless pipes (includes carbon, alloy steel and stainless steel) market is valued at US\$ 185.1 bn in 2023 and it is anticipated to grow to US\$ 331.4 bn by 2033 with an uptick of 6% during the forecast period. The utilisation of these pipes are constantly increasing owing to the robust demand from several industries including steam boilers, heat exchangers, chemicals, oil & gas and pharmaceuticals because of resistance and corrosion and metallurgical toughness.

(Source: <https://www.factmr.com/report/seamless-pipes-and-tubes-market>)

Global Market Size of Seamless Pipes (in US\$ bn)



in railways and infrastructure development and these are the prime focus of the Government of India. Furthermore, demand from other major sectors such as consumer goods (45% of demand) and process industry (25%), is also anticipated to grow at a healthy clip of 7%-9% over the next three to five financial years, owing to the higher consumer spends and recovery in consumption. The large Indian players mainly serve these segments, and thus their demand pockets remain healthy. Moreover, the domestic manufacturers are also undertaking action for capex addition of ~1 mn tonnes of steel melting capacity by 2024-25.

(Source: <https://www.crisilratings.com/en/home/newsroom/press-releases/2023/03/stainless-steel-demand-seen-surg-ing-through-fiscal-2025.html>).



Indian Stainless Steel Pipes and Tubes Industry

The Indian stainless steel tubes and pipes industry plays a significant role in the country's economy and is projected to register a 4.5% CAGR from 2022 to 2027. This growth is fuelled by rising demand from the construction, automotive, chemical, engineering and oil & gas sectors.

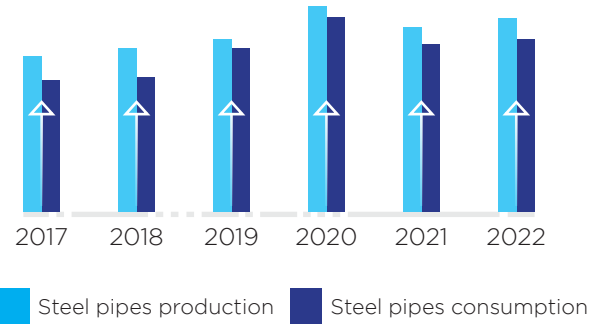
The construction sector is the primary consumer of stainless steel tubes and pipes in India, benefitting from the Government's infrastructure development focus. The automotive sector is also a major consumer due to increased automobile production. Additionally, the oil & gas sector drives demand through expanding exploration and production activities. Overall, the Indian stainless steel tubes and pipes industry shows great potential and is expected to experience robust growth in the future.

India's per capita stainless-steel consumption has steadily increased from 1.2 kg in 2010 to 2.5 kg in 2019 but is well below the world average of 5.5 kg-6 kg per capita.

(Source Antique report page 3)

India's Production and Consumption of Steel Tubes & Pipes

Annual production of steel tubes & pipes in India reached 6.22 mn tonnes in 2022-23, while apparent consumption was 5.55 mn tonnes. However, both production and consumption levels have remained below the pre-pandemic levels of 2019-20. Excluding 2020-21, the production and consumption of steel pipes and tubes in India have consistently shown a CAGR of 5.8% and 7.4%, respectively.

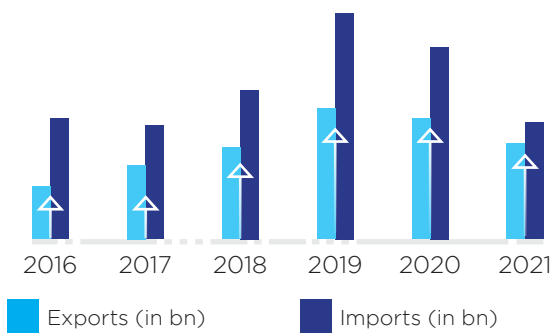


(Source: Nuvama, October 2022 report)

Export and Import of Stainless Steel Pipes and Tubes

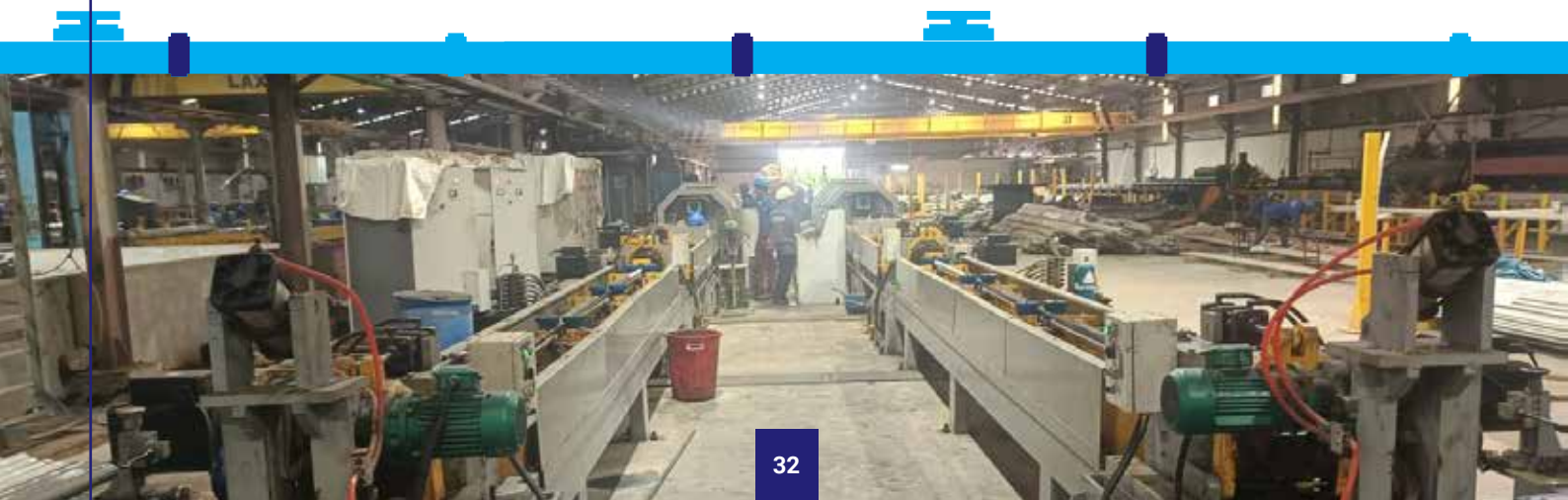
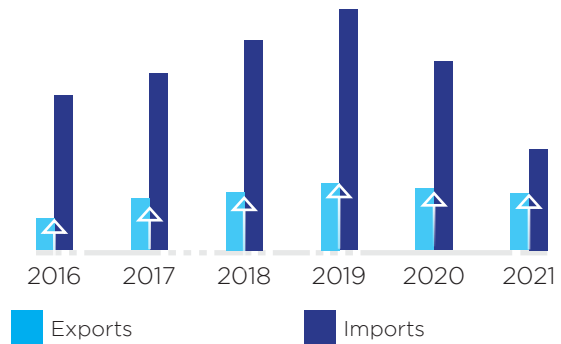
India has been a net importer of stainless steel pipes and tubes during 2016-2021 where import value observed uneven growth in response to domestic demand scenario. The cost advantage enjoyed by Chinese manufacturers, which operate at a lower cost than Indian manufacturers, has helped in this high percentage of Chinese imports in the Indian stainless-steel pipes and tubes imports.

India's Trade in Stainless Steel Pipes and Tubes by Value



(Source: Nuvama, October 2022 report)

India's Trade in Stainless Steel Pipes and Tubes by Volume



Anti-Dumping Duty on Stainless Steel Tube Imports from China

The Directorate General of Trade Remedies (DGTR) has recommended anti-dumping duties on stainless steel seamless pipes and tubes imported from China for a period of five years. These duties range from US\$ 114 per tonne to US\$ 3801 per tonne depending upon the Chinese exporter of products.

Demand for domestic manufactured stainless steel seamless pipes and tubes will increase after implementing this duty. Close to 40% of India's domestic demand is currently served by imports from China and a substantially high margin in various products. These duties will be implemented on

products produced by both hot piercing and hot extrusion methods and most of them are imported by traders and stockists in India and used across end-user industries. Venus Pipes & Tubes Limited's 40% products face competition from imports and therefore, it has large scope of replacing imports post-imposition of duties.

(Source: Monarch Networth Capital, October 2022 report)

Sectoral Growth Drivers

Rising significant demand for pipes & tubes from the different industry such as, oil & gas, chemical, pharma, engineering, creates the opportunity for the industry way forward.

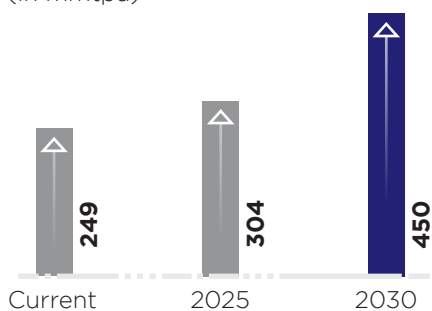


Oil & Gas Sector

India is projected to be a refining hub in future. The Government plans to expand oil refining capacity from 249 MMTPA (mn metric tonnes per annum) to ~304 MMTPA by 2025 and thereafter to ~450 MMTPA by 2030. The sector is expected to receive ~US\$ 2856 bn in investment over 2023-25E. Typically, 10% is attributed for stainless steel pipes and tubes, which translates to ~₹ 285 bn opportunity from this sector.

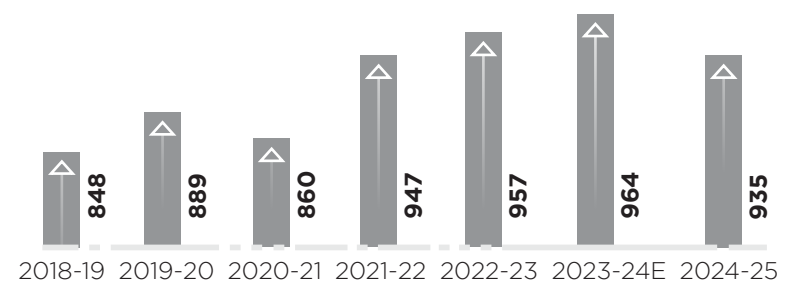
Refining Capacity Expansion

(in mmtpa)



(Source: Centrum Broking)

Oil & Gas Sector - Capex Trend of Major Companies



(Source: Centrum Broking)

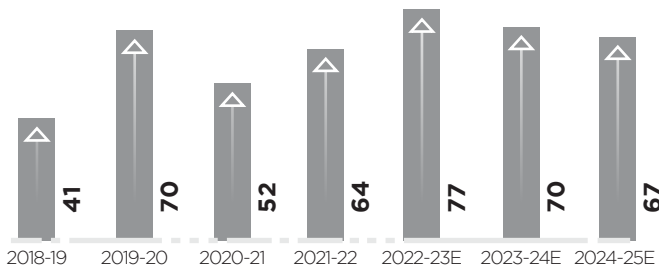
Schemes by Government

- Hydrocarbons Exploration Licensing Policy (HELP)

Chemical Sector

The chemical industry was valued at US\$ 178 bn in 2018-19, and is expected to register a CAGR of 9% and reach US\$ 300 bn by 2025. The sector is expected to receive -US\$ 215 bn in investment from major companies over 2023-25. Typically, 10% of capex is estimated in form of stainless steel pipes and tubes.

Chemical Sector-Capex Trend of Major Companies (in ₹ bn)



Schemes by Government

- Chemicals Promotion and Development Scheme (CPDS)
- Petroleum, Chemicals, and Petrochemical Investment Regions (PCPIR)

Engineering Sector

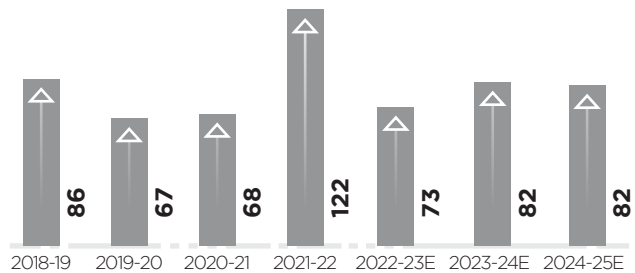
Venus Pipes & Tubes Limited caters to both domestic and international market and it is focussed on producing specialised stainless steel

pipes and tubes for customers. Venus supplies to the customers from engineering sector as per new project requirements. After the COVID-19 pandemic, the sector has geared up in parallel to rebound in the economy and is anticipated to perform well in future.

Pharmaceutical Sector

The COVID-19 pandemic had significant impact on domestic pharmaceutical industry. Understanding the importance of having strong manufacturing capabilities, investments in the sector increased sharply during 2021-22. The sector is expected to receive -US\$ 215 bn in investment over 2022-25. Typically, 10% of capex is estimated in form of stainless steel pipes and tubes.

Pharmaceutical Sector - Capex Trend of Major Companies



(Source: Centrum Broking)

Schemes by Government

- Scheme for development of pharmaceutical industry
- Schemes to improve bulk drug production in India

Policies Driving Growth

Major Policies in Pipes & Steel Pipes& Tubes Sector

- Strengthening the raw material supply chain
- Stainless steel pipes notified under Steel Quality Control Order
- Anti-dumping duty
- Domestically manufactured iron and steel products policy (DMISP)
- Duty reduction structure

Demand Generation from Government Initiatives

- Production Linked Incentive (PLI) Scheme: The Government has announced ₹ 1.97 tn to be spent in the next five years for PLI schemes in 13 Sectors
- Aatmanirbhar Bharat Packages
- National Manufacturing Policy
- National Infrastructure Pipeline



Company Overview

Established in 2015, Venus Pipes & Tubes Limited ('Venus' or 'the Company'), operates as a manufacturer and exporter of stainless steel (SS) welded and seamless pipes. The Company's headquarters are located in Gandhidham, Gujarat. It possesses a stainless-steel pipe manufacturing plant with an annual production capacity of approximately 12,000 metric tonnes located in Daheti, Gujarat, specifically in the Kutch region. The plant's strategic location places it in close proximity, approximately 50-70 kms, to the Mundra and Kandla Ports, providing logistical advantages.

The Company operates in two product verticals, namely seamless stainless-steel tubes and pipes, as well as welded stainless-steel tubes and pipes. These products find applications across various sectors, including chemicals, engineering, fertilisers, pharmaceuticals, power generation, food processing, paper, and oil & gas etc. The Company distributes its products through direct supply, traders, stockists, authorised distributors, and selected marketing representatives. By leveraging these channels, the Company ensures a widespread availability of its stainless-steel tubes and pipes to meet the diverse needs of its customers in different industries.



Operational Review

On 27 May, 2020, the Indian Government mandated the use of input materials with the BIS standard mark for the production of stainless-steel pipelines, making imports more expensive and limiting availability. Moreover, on 01 May, 2021, the Chinese government revoked 13% export rebates on seamless pipes and tubing. In addition, most recently, the Government imposed anti-dumping duties on import of Seamless Stainless Steel Pipes & Tubes from China for five years up to US\$ 3,801 /mn tonnes. All these regulations are likely to result in import substitutions in India and provide opportunity for Venus to strengthen its roots.

With the Company's new expansion plan, the capacity for seamless pipes will become ~2.7x and welded pipes will reach ~2.9x. With this capacity expansion and backward integration of seamless pipes, the Company will have opportunities to expand into new segments and new geographies, boosting its exports.

Particulars	Current		Post Expansion	
	Size (mm)	Capacity	Size (mm)	Capacity
Seamless	6 - 114.3	3,600 MTPA	6-168.3	9,600 MTPA
Welded	6 - 219.3	8,400 MTPA	6-1,422.4	24,000 MTPA
Mother Hollow	NA	0	NA	9,600 MTPA

Financial Performance

Profit and Loss Statement

(in ₹ cr.)

Particulars	2022-23	2021-22
Revenue from Operations	552.4	386.9
Cost of Goods Sold	444.6	315.0
Gross Profit	107.8	71.9
Gross Profit Margins (%)	19.5%	18.6%
Employee Cost	10.2	6.2
Other Expenses	28.5	16.4
EBITDA	69.1	49.3
EBITDA (%)	12.5%	12.7%
Depreciation	1.97	1.4
Other Income	2.4	2.1
EBIT	69.5	49.9
Finance Cost	9.8	7.1
Share in Profit/(Loss) in JV and Associates	0.0	0.0
Profit Before Tax	59.7	42.9
Tax	15.5	11.2
Profit After Tax	44.2	31.7
PAT Margins (%)	8.0%	8.2%

Ratio Analysis

Particulars	2022-23	2021-22	% Change	Reason for Change
Current Ratio	2.0	2.1	(5%)	There is no material change
Return on Equity [^]	21%	25%	(16%)	The Company raised capital by the way of Initial Public offering of ₹ 165.4 cr. in the current fiscal year which resulted in minor dip for return ratios. The capital employed will reap benefits in the coming years, resulting in improvement in the ratios.
Return on Capital Employed [*]	31%	35%	(11%)	
Debt/Equity Ratio	0.3	0.5	(40%)	The Company saw a dip in D/E ratio as a result of increasing equity share capital
Interest Coverage Ratio	9.68	13.09	(26%)	Interest coverage ratio saw a dip due to marginal rise in debt mainly due to an increase in operations.

[^]Excluding ₹107.9 cr. raised via IPO for capacity expansion

^{*}Excluding CWIP of ₹121.6 cr. from total capital employed

Geographical Revenue

Segment	2022-23
Direct Domestic	356.9
Export	29.8
Stockist/Traders	165.7

Digitalisation

The Company recognises the significance of digital strategy in effectively engaging customers. To achieve this, the Company prioritises the enhancement of its information technology (IT) infrastructure and automation capabilities throughout its value chain. By doing so, it aims to establish a comprehensive digital ecosystem that caters to the needs of all its stakeholders. This digital transformation enables the Company to streamline processes, improve operational efficiency, and deliver enhanced experiences to its customers. Through the adoption of advanced digital technologies, the Company aims to stay ahead in the digital landscape and provide innovative solutions that meet the evolving demands of its stakeholders.

Human Resource

The Company places significant importance on enhancing the skills and capabilities of its human resources to drive improved performance and ensure high-quality outcomes. It recognises that its employees are the most valuable assets of the organisation. As a result, the Company consistently invests in their development through contemporary training programmes seminars, and various performance appraisal initiatives. By prioritising the growth and skill enhancement of its workforce, the Company aims to foster a culture of continuous improvement and maximise the potential of its human capital.



Corporate Social Responsibility (CSR)

Venus acknowledges that business enterprises are integral components of society, utilising its resources to operate. It firmly believes that as a business entity, it possesses the transformative potential to establish groundbreaking models of development by leveraging its entrepreneurial drive, innovation, and creativity. Aligned with this perspective, the Company remains committed to actively generating livelihood opportunities and fostering environmental well-being. By harnessing its capabilities, it aims to make a positive impact and contribute to the betterment of society as a whole. The Company focusses on various objectives such as enhancing environmental and natural

capital, supporting rural development, promoting education, providing preventive healthcare, sanitation, and drinking water, creating livelihood opportunities for disadvantaged individuals in rural and urban areas of India, as well as preserving and promoting sports. It also lays emphasis on fostering the development of necessary skills and self-reliance among beneficiaries at the grassroots level, particularly women, for social and economic progress. Venus makes sure to engage in skill-building and vocational training initiatives to enhance employability and generate livelihood opportunities for individuals from marginalised sections of society.

Risk Management

The Company acknowledges the inherent presence of risk within its operations and is dedicated to managing it actively and effectively. This involves a systematic process that entails evaluating the risks associated with the Company's business, identifying their underlying causes, and assessing the effectiveness of measures taken to mitigate them. Risk management is deeply ingrained in the Company's business model, with a primary focus on fortifying the business model itself and fostering sustainable and profitable business growth.

Risk	Impact	Mitigation Strategy
Macroeconomic and Sectoral Risk	The Company faces potential challenges arising from developments in the highly competitive global business landscape, as well as the possibility of consolidation among its competitors. This may negatively affect the Company's financial condition and prospects. Furthermore, the steel and raw material markets exhibit excessive volatility, which can also have an adverse impact on the Company's financial condition.	Venus has devoted significant efforts to cultivate a diverse range of products within its portfolio. In order to mitigate the potential impact of price volatility and ensure availability, the Company adopts a strategy of issuing back-to-back bookings. This helps to manage fluctuations in prices and address any concerns related to product availability.
Foreign Exchange Risk	The Company faces consequences from fluctuations in exchange rates resulting from volatility in financial markets. Such fluctuations can impact the Company's import/export payments and introduce uncertainty in accessing financial markets.	The Company engages in foreign currency transactions on regular basis. The import of raw materials and other goods, as well as the export of finished goods and other products, all involves foreign currency transactions. As a result, any changes in foreign exchange rates may have an immediate impact on the Company's operations. To limit the impact of currency volatility, the Company has implemented a hedging policy that is resilient and fulfils evolving regulatory criteria. This is in addition to the natural hedge afforded to the Company by the nature of the business.

Risk	Impact	Mitigation Strategy
Human Resources Risk	The potential loss of one or more members of senior management and challenges in attracting and retaining employees can significantly impact the Company's operations and future prospects. Furthermore, any labour disputes or social unrest in the regions where the Company operates can have adverse effects on its operations and financial condition.	The Company has implemented employee-friendly programmes and policies designed to attract and retain talent. These initiatives are aimed at creating a positive work environment and fostering employee satisfaction. Additionally, the Company frequently organises various programmes and events to engage employees, which contributes to the retention of its valuable human resources.
Regulatory Risk	The Company's operations are subject to a range of statutes, including those related to environmental protection, climate change, trade measures, competition, and taxes, among others. In an environment of increasingly stringent regulatory norms, failing to comply with these requirements can pose a threat to the Company's long-term viability.	The Company maintains strict compliance with all relevant statutes and regulations governing its operations. In addition to internal resources, the Company also engages in the services of legal and regulatory consultants to ensure comprehensive compliance. These measures help the Company uphold its commitment to adhering to legal and regulatory requirements in all aspects of its business.
Strategic Risk	The Company may not be able to realise the benefits of its growth plans, which could harm its business' financial condition and reputation.	The Company's SS pipes and tubes products find application in diverse manufacturing processes across various industries and sectors, leading to a significant diversification of concentration risk. Through enhancements in execution and production ramp-up going forward, the Company may successfully optimise the utilisation of new capital expenditures during 2023-24.
Operational Risk	Fluctuations in proportion of fixed costs and the volatility of raw material and energy prices can significantly impact the Company's profitability. Furthermore, any constraints or disruptions in the supply of raw materials could have a negative effect on the Company's ability to maintain its profitability. Moreover, the failure or shutdown of critical information systems, servers, or machinery that control the Company's manufacturing plants can have adverse consequences on its business operations.	The Company is undertaking backward integration to eliminate operational risk. This involves establishing a piercing line with a capacity of 9.6 KTPA (kilo tonnes per annum) to manufacture hollow pipes directly from stainless steel round bars. By implementing this backward integration process, the Company aims to insulate itself from raw material price fluctuations and disruptions in the supply chain.
Technology Risk	The dynamic nature of technology, marked by ongoing updates and advancements, poses the risk of product obsolescence if not addressed proactively.	The Company is committed to fostering innovation and staying at the forefront of technological advancements and product development. It prioritises continuous improvement and invests in state-of-the-art research and development (R&D) facilities. It maintains a proactive approach to regularly update its business practices in order to achieve the best quality standards at competitive costs.

Internal Control System and their Adequacy

The Company had a proper adequate internal control system and code of conduct to ensure that all the assets are safeguarded and protected against the loss from unauthorised use or disposition and that transactions are authorised, recorded and reported correctly. The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines, and procedures. Internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Cautionary Statement

Certain statements in the MDA section concerning future prospects may be forward-looking statements which involve a number of underlying identified/non identified risks and uncertainties that could cause actual results to differ materially. In addition to the foregoing changes in the macroenvironment, global pandemic like Covid-19 may pose an unforeseen, unprecedented, unascertainable, and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.



NOTICE OF 9TH ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of the members of Venus Pipes & Tubes Limited (Formerly Known as Venus Pipes & Tubes Private Limited) will be held on Monday, 25 September, 2023 at 04.00 P. M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS:

To consider, and if thought fit, to pass, the following resolution numbers 1, 2 and 3 as an **ordinary resolution(s)**.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2023, along with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Megharam Sagramji Choudhary (DIN 02617107) who retires by rotation and being eligible, offers himself for re-appointment as a director.
3. To confirm the payment of Interim Dividend (₹ 0.5/- per equity share i.e. 5%) on Equity Shares and to declare the final dividend (₹ 0.5/- per equity share i.e. 5%) on the Equity Shares of the Company for the financial year ended 31 March, 2023.

SPECIAL BUSINESS:

4. **To approve implementation of the "Venus Pipes & Tubes Limited – Employee Stock Option Scheme 2023":**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars / notifications / guidance / FAQs issued thereunder, as amended from time to time (hereinafter referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction of **"Venus Pipes & Tubes Limited**

– Employee Stock Option Scheme 2023" (hereinafter referred to as **"ESOS 2023", "Scheme", "Plan"**) authorising the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 4,00,000 (Four lakhs) Employee Stock Options (hereinafter referred to as the **"Options"**), in one or more tranches, to or for the benefit of such person(s) who are in the employment or service of the Company (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are permanent Employees of the Company, Subsidiary Companies, Holding Company, Group Company or Associate Companies in terms of ESOS 2023), present and future, in India or outside India, including any director, whether a whole time director or not, including a non-executive director (other than employees / directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the ESOS 2023, which upon exercise shall not exceed in aggregate 4,00,000 (Four lakhs) equity shares (**"Shares"**) having a face value of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company, where one Option upon exercise shall convert into one Share upon exercise subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board / Nomination and Remuneration Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of the Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari-passu in all respects with the existing Shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action like consolidation, sub-division, or conversion of Shares into stock or by capitalisation by bonus issue or rights issue or in case of demerger or, in any other manner, appropriate adjustments to the extent permissible under the law, for the time being in force, shall be made either to the number or the Exercise

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

Price of Options or both, to reflect such change without, in any way, affecting the rights of the said Option holders, or diluting or enlarging the benefits of ESOS 2023;

RESOLVED FURTHER THAT in the event of re-organisation of the Company either by merger, demerger, amalgamation, acquisition or otherwise, the rights of the Grantee under this Scheme shall be altered in the same way as the other shareholders of the Company and the Committee shall take necessary action by making fair and reasonable adjustment to the number of Options and/ or to the Exercise Price, such adjustment shall be made in a manner that the total value of the Options remains the same after such merger, demerger, amalgamation, acquisition or otherwise;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Shares allotted under the Plan on the BSE Limited and / or any other stock exchanges where the Shares of the Company are listed or to be listed, in due compliance with SEBI SBEB Regulations and other applicable laws;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof."

- 5. To approve grant of employee stock options under the "Venus Pipes & Tubes Limited - Employee Stock Option Scheme 2023" to the eligible employees of the Company's Subsidiary Companies, Holding**

Company, Group Company or Associate Companies:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars / notifications / guidance / FAQs issued thereunder, as amended from time to time (hereinafter referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction of **"Venus Pipes & Tubes Limited – Employee Stock Option Scheme 2023"** (hereinafter referred to as **"ESOS 2023"**, **"Scheme"**, **"Plan"**) authorising the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 4,00,000 (Four lakhs) Employee Stock Options (hereinafter referred to as the **"Options"**), in one or more tranches, from time to time, under ESOS 2023 Resolution No. 4 to or for the benefit of such person(s) who are in Employment of the Company's Subsidiary Companies, Holding Company, Group Company or Associate Companies (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are in employment of the Company in terms of ESOS 2023), present and future, in India or outside India, including any director, whether a whole time director or not, including a non-executive director (other than employees / directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), subject to their eligibility

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

as may be determined under the ESOS 2023, which upon exercise shall not exceed in aggregate 4,00,000 (Four lakhs) equity shares ("Shares") having a face value of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company, where one Option upon exercise shall convert in to one Share upon exercise subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board / Nomination and Remuneration Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of the Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari-passu in all respects with the then existing Shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action like consolidation, sub-division, or conversion of Shares into stock or by capitalisation by bonus issue or rights issue or in case of demerger or, in any other manner, appropriate adjustments to the extent permissible under the law, for the time being in force, shall be made either to the number or the Exercise Price of Options or both, to reflect such change without, in any way, affecting the rights of the said Option holders, or diluting or enlarging the benefits of ESOS 2023;

RESOLVED FURTHER THAT in the event of re-organisation of the Company either by merger, demerger, amalgamation, acquisition or otherwise, the rights of the Grantee under this Scheme shall be altered in the same way as the other shareholders of the Company and the Committee shall take necessary action by making fair and reasonable adjustment to the number of Options and/ or to the Exercise Price, such adjustment shall be made in a manner that the total value of the Options remains the same after such merger, demerger, amalgamation, acquisition or otherwise;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Shares allotted under the Plan on the BSE Limited and / or any other stock exchanges where the Shares of the Company are listed or to be listed, in due compliance with SEBI SBEB Regulations and other applicable laws;

RESOLVED FURTHER THAT the Company shall

conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof."

6. To reappoint Mr. Jayantiram Motiram Choudhary as Whole Time Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to re-appoint Mr. Jayantiram Motiram Choudhary (DIN 02617118) as a Whole-Time Director, liable to retire by rotation, for period of five years with effect from 01 September, 2023 on terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jayantiram Motiram Choudhary (DIN:02617118), shall not exceed the overall ceiling limit of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of profits in any financial year, during the currency of the tenure of Mr.

Jayantiram Motiram Choudhary (DIN:02617118) as the Whole Time Director, the remuneration and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Jayantiram Motiram Choudhary (DIN:02617118) subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorised severally to file relevant e-form with the Registrar of Companies, Gujarat and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the Register of Directors of the Company”

7. Increase in remuneration of Mr. Arun Axaykumar Kothari, Managing Director

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

“**RESOLVED THAT** further to resolution passed at the Extra- Ordinary General Meeting held on 21 September, 2021 and pursuant to the provisions of Sections 197, 198, 203 and Schedule V to the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the recommendation of Audit Committee, Nomination & Remuneration Committee and such other approvals as required, consent of the Members of the Company be and is hereby accorded for revision in maximum remuneration payable to Mr. Arun Axaykumar Kothari, Managing Director (DIN: 00926613) with effect from 01 September, 2023 for the remaining period of his present term of appointment i.e. upto 13 September, 2026 including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as stated in the explanatory statement annexed to this notice convening the Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment including inter-alia designation, remuneration including authority to determine/ vary from time to time the structure of remuneration i.e amount of salary, perquisites, other benefits and allowances, variable performance pay and/or commission payable to Mr. Arun Axaykumar Kothari in such manner as may be agreed to between the Board and Mr. Arun Axaykumar Kothari, subject to the total remuneration not exceeding one and half percent (1.5 %) of the net profits of the Company calculated as per Section 198 of the Act per annum and to execute all such documents, instruments, writings and to do all such acts , deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation to Schedule V to the Companies Act, 2013, the Board be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Arun Axaykumar Kothari be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

8. Increase in remuneration of Mr. Megharam Sagramji Choudhary, Whole Time Director

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

“**RESOLVED THAT** further to resolution passed at the Extra- Ordinary General Meeting held on 21 September, 2021 and pursuant to the provisions of Sections 197, 198, 203 and Schedule V to the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the recommendation of Audit Committee, Nomination & Remuneration Committee and such other approvals as required, consent of the Members of the Company

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

be and is hereby accorded for revision in maximum remuneration payable to Mr. Megharam Sagramji Choudhary, Whole Time Director (DIN: 02617107) with effect from 01 September, 2023 for the remaining period of his present term of appointment i.e. upto 13 September, 2026 including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as stated in the explanatory statement annexed to this notice convening the Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment including inter-alia designation, remuneration including authority to determine/ vary from time to time the structure of remuneration i.e amount of salary, perquisites, other benefits and allowances, variable performance pay and/or commission payable to Mr. Megharam Sagramji Choudhary in such manner as may be agreed to between the Board and Mr. Megharam Sagramji Choudhary, subject to the total remuneration not exceeding one and half percent (1.5 %) of the net profits of the Company calculated as per Section 198 of the Act per annum and to execute all such documents, instruments, writings and to do all such acts , deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation to Schedule V to the Companies Act, 2013, the Board be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Megharam Sagramji Choudhary be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

9. Increase in remuneration of Mr. Dhruv Mahendrakumar Patel, Whole Time Director

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

“**RESOLVED THAT** further to resolution passed at the

Extra- Ordinary General Meeting held on 21 September, 2021 and pursuant to the provisions of Sections 197, 198, 203 and Schedule V to the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the recommendation of Audit Committee, Nomination & Remuneration Committee and such other approvals as required, consent of the Members of the Company be and is hereby accorded for revision in maximum remuneration payable to Mr. Dhruv Mahendrakumar Patel, Whole Time Director (DIN: 07098080) with effect from 01 September, 2023 for the remaining period of his present term of appointment i.e. upto 13 September, 2026 including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as stated in the explanatory statement annexed to this notice convening the Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment including inter-alia designation, remuneration including authority to determine/ vary from time to time the structure of remuneration i.e amount of salary, perquisites, other benefits and allowances, variable performance pay and/or commission payable to Mr. Dhruv Mahendrakumar Patel in such manner as may be agreed to between the Board and Mr. Dhruv Mahendrakumar Patel, subject to the total remuneration not exceeding one and half percent (1.5 %) of the net profits of the Company calculated as per Section 198 of the Act per annum and to execute all such documents, instruments, writings and to do all such acts , deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation to Schedule V to the Companies Act, 2013, the Board be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

between the Board and Mr. Dhruv Mahendrakumar Patel be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

10. To ratify the remuneration of the Cost Auditors for the financial year 2023-24.

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. K V M & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2023-24 at a remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes be and is hereby ratified.

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

**BY ORDER OF THE BOARD OF DIRECTORS,
For, Venus Pipes & Tubes Limited**

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

Date: 01 September, 2023
Place: Dhaneti

Registered Office:

Venus Pipes & Tubes Limited
(Formerly Known as Venus Pipes & Tubes Private Limited
Survey No. 233/2 and 234/1, Dhaneti
Kachchh - 370020 Gujarat
CIN : L74140GJ2015PLC082306
e-mail : cs@venuspipes.com
Contact No. +91 2836 232 183/84

Notes:

1. Pursuant to the General Circular No. 10/2022 dated 28 December, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05 January, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/OAVM only by following the instructions given in Instructions to the Shareholders part of this Notice.
3. Members may note that the VC/OAVM provided by KFinTech, allows participation of at least 2000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation should be sent to the Scrutiniser by email through its registered email address to cspiushprajapati@gmail.com.

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

com with a copy marked to cs@venuspipes.com and einward.ris@kfintech.com.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. An explanatory statement pursuant to Section 102(1) of the Act and the Rules made thereunder and pursuant to the relevant regulation of Listing Regulations, that sets out details relating to the special business to be transacted at the meeting, is annexed hereto as an Annexure-I and forms part of the notice. The Board of Directors of the Company vide their approval dated 01 September, 2023, considered that the special business under Item nos. 4 to 10 is unavoidable, and hence needs to be transacted at the 9th AGM of the Company.
8. M/s. KFin Technologies Limited (KFintech) (Formerly known as KFin Technologies Private Limited) will be providing facility for voting through remote e-voting, for participation in the 9th AGM through VC/OAVM and e-voting during the AGM
9. Brief profile of Directors, proposed to be appointed/reappointed and/or increase the remuneration, along with the names of the Companies in which he holds directorships and memberships/ chairmanships of Board, Committees, shareholding and other details as required under Secretarial Standard on General Meetings and Listing Regulations are furnished as an Annexure-II and forms part of the notice.
10. The Company fixed Monday, 18 September, 2023 as the cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for days commencing from Thursday, 21 September, 2023 at 09.00 a.m. to Sunday, 24 September 2023 5.00 p.m., (both days inclusive).
11. The record date for the purpose of final dividend of financial year 2022-2023 is 18 September, 2023. The final dividend, if declared, shall be paid on or before 24 October, 2023, to those members whose name appear in the register of members or in case of shares held in dematerialised form to the beneficiaries, as of the close of business hours of the record date, as per details furnished by NSDL and CDSL.
12. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the members effective from April 1, 2020 and the Company is required to deduct tax at source (TDS)

from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@venuspipes.com and/or einward.ris@kfintech.com.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's Registrars and Transfer Agents, KFintech, in case the shares are held by them in physical form.

1. The recorded transcript of the AGM, shall also be made available on the website of the Company www.venuspipes.com in the Investors section as soon as possible, after the meeting is concluded.
2. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in a demat form with effect from April 1, 2019, except in case of a request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in the physical form are requested to consider converting their holding to a demat form. Members can contact the Company or our RTA for assistance.
3. Members who have multiple folios in identical names or joint names in the same order are requested to intimate the Registrar and Transfer Agents, KFintech about these folios to enable consolidation of all such shareholdings into one folio.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to cs@venuspipes.com

6. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at AGM by electronic means. The detailed instructions for e-voting are given as a separate attachment to this Notice. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on close of business hours of 18 September, 2023, i.e. the cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09.00 A.M. on Thursday, 21 September, 2023 and will end at 5.00 P.M. on Sunday, 24 September, 2023. Members who have cast their vote by remote e-voting prior to the 9th AGM may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The Members joining the AGM through VC/OAVM, who have not cast their vote by remote e-voting shall be eligible to vote through e-voting system at the eAGM.
7. The Company has appointed M/s Piyush Prajapati & Associates, Company Secretaries, to act as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner. The Scrutiniser shall not later than 48 hours of conclusion of the AGM, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, and the result of the same will be disclosed forthwith. The Company has appointed M/s. KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) as the Agency for the purpose of facilitating the electronic voting.
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and

attaching a self-attested copy of PAN card at cs@venuspipes.com or to KFinTech at einward.ris@kfintech.com

- b) Members holding shares in dematerialised mode are requested to register/update their email

INSTRUCTIONS TO THE SHAREHOLDERS FOR E-VOTING, ATTENDING AGM THROUGH VIDEO CONFERENCING, REGISTERING AS SPEAKER ETC.

This is to inform you that **9th Annual General Meeting ('AGM')** is scheduled to be held on **Monday, 25 September, 2023 at 04:00 P.M.** through video conferencing ('VC') / other audio-visual means ('OAVM').

The Annual Report for 2022-23 along with Notice of the AGM is available and can be downloaded from the Company's website www.venuspipes.com under "Investors" section" and also at the website of KFin technologies Limited ('KFinTech') the Registrar & Share Transfer Agents (RTA) of the Company www.kfintech.com.

Please note that in view of the continuing Covid-19 pandemic the Ministry of Corporate Affairs (MCA) has vide its circular dated April 8, 2020 read with circulars dated April 13, 2020, 05 May, 2020, 13 January, 2021, 08 December, 2021, 14 December, 2021 and 05 May, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, in compliance with the applicable Circulars issued by MCA & SEBI and the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the AGM of the Company is being held through VC/OAVM.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014. As amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system (remote e-voting) provided by Kfintech and also digital voting during the AGM to those members who have not voted through remote e-voting.

The e-voting period commences on **Thursday, 21 September, 2023 (09:00 a.m. IST) and ends on Sunday, 24 September, 2023 (5:00 p.m. IST).**

During this period, Members holding shares either in physical form or in dematerialised form as on Monday, 18 September, 2023 i.e. cut-off date, may cast their votes electronically. The e-voting module shall be disabled by KFinTech for voting thereafter. Those Members, who will

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Monday, 18 September, 2023 (cut-off date). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, E-VOTING & ATTENDANCE AT AGM:

1. e-AGM: Company has appointed KFintech to provide VC / OAVM facility for the AGM and the attendant enablers for conducting of the e-AGM.
2. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through login credentials provided to them to connect to VC / OAVM. Physical attendance of the Members at the Meeting venue is not required.
 - b. Option of appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the e-AGM 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. To start with 2000 members will be able to join on a FIFO basis to the e-AGM.
5. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding). Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
6. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose

of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. An investor can avail physical copy of the Annual Report and Notice of the AGM by writing a letter to the Company or Registrar or sending an email to Einward.RIS@kfintech.com mentioning their Folio No./Client & DP ID.

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

1. Attending e-AGM: Member will be provided with a facility to attend the e-AGM through VC / OAVM platform being provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to Join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. AGM Questions prior to e-AGM: Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com> and click on "Post your questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos.
7. Due to limitations of transmission and coordination during the Q&A session, the Chairman may dispense with the speaker registration during the e-AGM

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

conference.

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

Members who wish to be a Speaker or would like to express their views or ask Questions during the AGM may register themselves as a "speaker, by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@venuspipes.com from Thursday, 21 September, 2023 (09:00 a.m. IST) and ends on Sunday, 24 September, 2023 (5:00 p.m. IST).

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

Remote Voting through electronic means

In terms of the provisions of section 108 of the Act. read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Monday, 18 September, 2023 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFintech or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./Dp ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Venus Pipes & Tubes Limited.
- viii. On the voting page the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR /AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. All Members including Institutional Investors, are encouraged to attend and vote at the AGM. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote to the Scrutiniser through email at cspiyushprajapati@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'VENUS_EVENT No.'
- xii. Members can cast their vote online from Thursday, 21 September, 2023 (09:00 a.m. IST) and ends on Sunday, 24 September, 2023 (5:00 p.m. IST). Voting

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

- xiii. In case of any 'queries/grievances' you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the Download' section of <https://evoting.kfintech.com> or call KFintech on 1800-309-4001 (toll free).

As per the SEBI circular dated 09 December, 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.

Individual Members (holding securities in demat mode) login through Depository

Login method for Individual members holding securities in

demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com.</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi.</p> <p>III. Login with your registered User ID and Password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com.</p> <p>II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p>	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p>
<p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/.</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin.</p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

Individual Members (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. Once logged in, you will be able to see the e-Voting option. Click on e-Voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://eMeetings.kfintech.com/>.
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of

minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e., 'xxxx - AGM" and click on "Submit".
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:
- Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.

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

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call KFintech toll free number 1-800-309-4001 for all e-voting related matters. Member may send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

Instructions for members for e-Voting during the e-AGM session:

1. The e-Voting "Thumb sign" on the left-hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page.
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through e-Voting system available during the e-AGM.

ASSISTANCE FOR AGM RELATED MATTERS:

Members who need assistance before or during the AGM, can connect KFintech Team contact Mr. Raghunath Veedha (Manager) at [email: raghu.veedha@kfintech.com](mailto:raghu.veedha@kfintech.com) Tele. No.1800-309-4001 OR the Company's officials Mr. Pavan Kumar Jain, Company Secretary at 2836 232 183/84 or may email query at cs@venuspipes.com.

ANNEXURE I

Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated 01 September, 2023 and shall be taken as forming part of the notice.

Item no. 4 and 5

In this era of globalisation and competition, it is important for the organisation to maintain and improve its employees performance to ensure the progress and competitiveness. The Company believes that to attract skilled employees and to improve performance of the employees, it is essential to motivate them as it brings-in higher productivity and energy to achieve other organisational goals. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources instrumental for sustained corporate growth. The Company believes that equity-based compensation schemes are effective tools to motivate and reward the talents working exclusively with the Company. With a view to achieve the aforesaid objectives, to create an employee co-ownership and to encourage them in aligning their individual goals with that of the Company, the Company intends to implement an employee stock option plan, namely, "**Venus Pipes & Tubes Limited – Employee Stock Option Scheme 2023**" (hereinafter referred to as "**ESOS 2023**", "**Scheme**", "**Plan**") seeking to cover eligible employees of the Company and its subsidiary companies.

In this context, the Scheme contemplates that the exercise price shall be determined on the date of the grant as may be decided by the Nomination and Remuneration Committee at its discretion from time to time. However, the Exercise Price shall not be less than the face value of the Shares.

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the Company seeks your approval for:

- Implementation of the Plan; and
- Grant of the Options to the eligible employees of the Company and its Company's Subsidiary Companies, Holding Company, Group Company or Associate Companies as per the terms of the Plan.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors the Company ("Board") at their respective meetings held on 01 September, 2023 have

approved the Plan subject to approval of the shareholders.

The main features of the Plan are as under:

a) Brief description of the Plan:

The Plan contemplates grant of employee stock options ("Options") to the eligible employees as may be determined in due compliance of SEBI SBEB Regulations. After vesting, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Nomination and Remuneration Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all the persons having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes, if any, in respect of the Options granted pursuant to the Plan and the Shares issued pursuant to the exercise of the Options shall be on the Option grantee and / or the Company, in such cases where the Company decides to pay on behalf of the Option grantee, and shall be in accordance with the provisions of the Income Tax Act, 1961 read with rules issued there under and / or Income Tax Laws of respective countries as applicable to eligible employees of the Company, its Subsidiary Companies, Holding Company, Group Company or Associate Companies working abroad, if any.

The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of the Options or Shares acquired upon the exercise thereof.

b) Total number of options to offered and granted:

The total number of Options to be granted under ESOS 2023 as reduced by the Options lapsed, surrendered, or cancelled, at any point of time shall not exceed 4,00,000 equity shares of the Company.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, split of Shares and consolidation of Shares, merger & amalgamation/ reconstitution / amalgamation / sell of divisions or otherwise, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Nomination and

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

Remuneration Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under ESOS 2023 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 4,00,000 (Four lakhs) shall be deemed to be increased to the extent of such additional Options issued.

If an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the Options pool and shall become available for future grants, subject to compliance with the provisions of the Applicable Laws.

The Plan shall continue to be in force until earlier of:

- i. The date all the Options reserved under the Plan are granted and exercised; or
- ii. The date of termination, if any, of the Plan.

c) Identification of classes of Employees entitled to participate and be beneficiaries in the scheme:

Following classes of employees ("Employees") are entitled to participate in Plan:

- a. an employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c. an employee as defined in sub-clauses (a) or (b), of a subsidiary company, in India or outside India, but does not include:
 - i. an employee who is a promoter or a person belonging to the promoter group; or
 - ii. a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

d) Requirements of vesting and period of vesting:

The Vesting conditions in respect of the Options granted shall be as determined by the Committee from time to time with respect to each of the Grantee and communicated in the Grant Letter. There shall be a minimum vesting period of one (1) year.

In case of death and permanent incapacity of an eligible Employee in employment or service, condition of minimum vesting period of 1 (One) year shall not apply, in which case all the Options granted up to the death or permanent in capacity, as the case may be, shall vest as on date of such event.

e) Maximum period within which the Options shall be vested:

The Vesting conditions in respect of the Options granted shall be as determined by the Committee from time to time with respect to each of the Grantee and communicated in the Grant Letter

f) Exercise price or pricing formula:

The exercise price shall be determined on the date of the grant as may be decided by the Nomination and Remuneration Committee at its discretion from time to time. However, the Exercise Price shall not be less than the face value of the Shares.

g) Exercise period and the process of exercise:

The Exercise Period shall commence at such period as communicated by the Committee or such date so required otherwise by law.

h) Appraisal process for determining the eligibility of Employees under Plan:

The appraisal process for determining the eligibility shall be decided from time to time by the Nomination and Remuneration Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to Team building & succession, cross-functional relationship, corporate governance, etc.

i) Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however the Nomination and Remuneration Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each employee within this ceiling.

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

- j) Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than by way of grant of Options is envisaged under the Plan.

- k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by Company.

- l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

ESOS 2023 envisages issue of primary shares against exercise of vested Options.

- m) Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

This is currently not contemplated under the present Plan.

- n) Maximum percentage of secondary acquisition:

ESOS 2023 envisages issue of primary shares and there is no contemplation of secondary acquisition.

- o) Accounting and Disclosure Policies:

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options and Accounting Standard IND AS 102 on Share based payments and / or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

- p) Method of Option valuation:

The Company shall adopt fair value method for valuation of the Options as prescribed under guidance note or under any relevant accounting standard notified by the appropriate authorities from time to time.

- q) Declaration:

As the Company is adopting fair value method, there is no requirement to compute the difference between intrinsic value and face value. Therefore, there is no requirement for disclosure

in director's report.

- r) Period of lock-in:

The Shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock in period restriction after such allotment and credit to the respective demat account; however the same shall be subject to such restrictions as may be prescribed under applicable laws including the Company's Code of Conduct for prevention of Insider Trading, to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

- s) Terms and conditions for buyback, if any, of specified securities covered granted under the Plan:

This is currently not contemplated under the present Plan.

The consent of the shareholders is being sought pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations for implementation of ESOS 2023.

The Board of Directors recommends implementation of ESOS 2023 for the employees of the Company.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Items Nos. 4 and 5 of the accompanying Notice.

A draft copy of ESOS 2023 is available for inspection at the Registered office of the Company between 10.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

Item no. 6 to 9

Mr. Arun Axaykumar Kothari was appointed as Managing Director; Mr. Meghram Sangramji Choudhary was

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

appointed as Whole Time Director; Mr. Dhruv Mahendrakumar Patel was appointed as Whole Time Director, by way of a special resolution passed by the members at the Extra ordinary General Meeting (“EGM”) of the Company held on 21 September, 2021 with effect from 14 September, 2021 for period of five years upto 13 September, 2026. The terms and conditions of the appointment of the aforementioned directors including remuneration were also approved by the General Meeting at the EGM.

Mr. Jayantiram Motiram Choudhary (DIN 02617118) was appointed as a Director since Incorporation and further redesignated as a Non-executive Director w.e.f. 14 September, 2021. Considering his experience, seniority, the terms of his remuneration are considered to be fair, just and reasonable and is pertinent for any company to redesignate him as a Whole Time Director and remunerate him to retain him in order to increase the profitability & enhance the value of all the stakeholders in the Company and his appointment is on his pure caliber, experience and expertise.

The Managing Director and Whole-time Director(s) have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore, as recommended by the Nomination and Remuneration Committee, the Board of the Directors at their meeting held on 01 September, 2023 unanimously approved the item no. 6 to 9 of this notice and to increase the remuneration of Mr. Arun Axaykumar Kothari, Mr. Meghram Sangramji Choudhary and Mr. Dhruv Mahendrakumar Patel, for their balance 3 (three) years of their term, pursuant to the provisions of the Act and subject to the approval of the members of the Company.

The approval of the members by way of special resolution is sought for appointment and payment of remuneration of Mr. Jayantiram Motiram Choudhary w.e.f. 01 September, 2023 and for increasing the remuneration of Mr. Arun Axaykumar Kothari, Mr. Meghram Sangramji Choudhary and Mr. Dhruv Mahendrakumar Patel for a period from 01 September, 2023 to 13 September, 2026.

The broad particulars of the terms and conditions of appointment including remuneration payable to the aforementioned directors are as follows:

Particulars	Mr. Arun Axaykumar Kothari	Mr. Meghram Sangramji Choudhary	Mr. Dhruv Mahendrakumar Patel	Mr. Jayantiram Motiram Choudhary
Salary	4,00,000 P.M.	3,50,000 P.M.	3,50,000 P.M.	3,50,000 P.M.
Perquisites:	Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time			
Medical Reimbursement	Reimbursement of expenses incurred for self and family as per the policy of the Company			
Leave Travel Concession	Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Director			
Provident Fund	Company's contribution towards Provident Fund as per the rules of the Company.			
Gratuity	As per Company's policy pursuant to provisions of the applicable act.			
Earned Leaves	As per Company's policy			
Car	Car for use on company's business will be considered as perquisites and shall be billed by the Company. Use of car for private purpose will not be considered as perquisites			
Telephone	Telephone / Communication facilities at residence for business purposes			
Overall remuneration	The aggregate of salary, commission and perquisites of any of the directors in any financial year shall not exceed 1.5% of the net profits of the Company.			
Minimum remuneration	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Director.			

The Board of Directors, after taking into consideration the valuable contributions made by the Directors of the Company and based on the recommendation of Nomination Remuneration Committee, unanimously recommends the relevant resolutions

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

from item no. 6 to 9, for your consideration and approval as a Special Resolution.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no.6 to 9 of this notice.

ITEM NO. 10

The Board of Directors at their meeting held on 24 May, 2023, on recommendation of the Audit Committee, approved the appointment of M/s. K V M & Co, Cost Accountants, as Cost Auditors of the Company to conduct the audit of the cost records of the Company in respect of products manufactured by the Company falling under CETA code 7304 & 7306 i.e. Iron and Steel, for the financial year 2023-24 on a remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes. Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, approval of the members is sought by way of an ordinary resolution as set out at item no. 10 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2023-24.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 10 of this notice.

None of the Directors, Manager, Key Managerial Personnel & his Relatives are concerned or interested in the Resolution. The Director therefore, recommends the acceptance of the proposed Resolution in the best interest of the Company

**For and on behalf of,
For, VENUS PIPES & TUBES LIMITED**

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

Date : 01 September, 2023

Place : Dhaneti

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

In terms of the requirements as per sub-clause (iv) of the proviso to Sub paragraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the information is as furnished below:

General Information

1	Nature of Industry	Iron & Steel
2	Date or expected date of commencement of commercial production	The Company carries on its operations since its incorporation
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Performance for 2022-23 1. Gross Revenue: 5,523.96 mn 2. Profit after tax: 442.07 mn 3. EPS: 22.60
5	Foreign Investments or collaborations, if any	Not Applicable

Information about the Appointee

6	The information about the Directors is annexed as Annexure II to this notice of the Annual General Meeting
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Other /information

7	Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:	The Company currently has adequate profit. The Profit after tax for 2022-23 is 442.07 mn
8	Expected increase in productivity and profits in measurable terms	NA

Disclosures:

9	The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report"
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NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

ANNEXURE II

Brief particulars of the Director proposed for proposed to appointed/ reappointed and/or whose remuneration is proposed to be increased at the Annual General Meeting and other details pursuant to Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Megharam Sagramji Choudhary	Mr. Jayantiram Motiram Choudhary	Mr. Arun Axaykumar Kothari	Mr. Dhruv Mahendrakumar Patel
DIN	02617107	02617118	02617118	02617118
Date of Appointment	17 February, 2015	17 February, 2015	14 September, 2021	16 June, 2015
Expertise in specific functional areas	Sales & Marketing	Purchase & operation	Finance & Strategy	Technical & operation
Experience	16 years	11 years	16 years	7 Years
Brief Resume	Associated with our Company since its incorporation. Over 16 years of experience in the stainless steel welded pipes and tubes industry.	Associated with the Company since its incorporation. Over 11 years of experience in the steel industry.	Associated with the Company since 2021 as a Director. A qualified Chartered Accountant and holds a bachelor's degree in commerce from Rajasthan University	Associated with the Company since 2015. Holds a bachelor's degree in engineering from University of Pune and a master's degree in technology from CEPT University.
Directorship held in other Listed Companies as on 31 March, 2023.	NA	NA	NA	NA
Chairmanship / Membership of Committee held in other Listed Companies as on 31 March, 2023.	NA	NA	NA	NA
Number of Equity Shares held in the Company as on 31 March, 2023.	34,97,743 (17.23%)	11,78,915 (5.81%)	12,12,291 (5.97%)	25,80,810 (12.72%)
Relationship with other directors and Key Managerial Personnel	NA	NA	NA	NA
Terms and Conditions of Appointment	As approved by the Members at the Extra-Ordinary General Meeting held on 21 September, 2021	-	As approved by the Members at the Extra-Ordinary General Meeting held on 21 September, 2021	As approved by the Members at the Extra-Ordinary General Meeting held on September 21, 2021
List of Directorship held in other Companies as on 31.03.2023	NA	NA	-A P PROCON PRIVATE LIMITED - ARMAN HOUSING FINANCE PRIVATE LIMITED	-SOVOX RENEWABLES PRIVATE LIMITED

NOTICE OF 9TH ANNUAL GENERAL MEETING (CONTD.)

Name of Director	Mr. Megharam Sagramji Choudhary	Mr. Jayantiram Motiram Choudhary	Mr. Arun Axaykumar Kothari	Mr. Dhruv Mahendrakumar Patel
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable,	2,00,000/- P.M.	-	2,50,000/- P.M.	2,00,000/- P.M.
Date of first appointment on the Board	17 February, 2015	17 February, 2015	14 September, 2021	16 June, 2015
Number of Meetings of the Board attended during the year	13	13	13	13
Other Directorships, Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee) of other Boards	NA	NA	NA	NA
Recognition or awards	NA	NA	NA	NA
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	NA	NA	NA	NA
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	NA	NA	NA	NA

BOARD'S REPORT

To,

The Members,

Venus Pipes & Tubes Limited

(Formerly Known as Venus Pipes & Tubes Private Limited)

The Board of directors of your company are pleased to present the 9th Annual Report of the Company for the financial year ending on 31 March, 2023.

1. FINANCIAL RESULTS:

The financial statements of the Company for the financial year ended 31 March, 2023, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as noticed by the Ministry of Corporate Affairs and as amended from time to time.

The Company's financial performance for the year ended under review along with previous year is given hereunder:

(Amounts in Rupees Millions)

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Total Income	5,547.91	3,890.75
Total Expense	4,951.06	3,461.97
Profit before Tax	596.85	428.78
Add: Depreciation (Including Amortised Exp.)	19.71	14.25
Cash Profit	616.56	443.03
Less : Provision for Tax	147.48	109.01
Less : Deferred Tax Liability	7.30	3.09
Add : Deferred Tax Assets	-	-
Profit After Tax	461.78	330.93
Less : Depreciation	19.71	14.25
Profit Transferred to Reserve & Surplus	442.07	316.68

2. RESULTS OF THE BUSINESS OPERATION AND STATE OF COMPANY'S AFFAIRS:

During the year under review, the Company has achieved turnover of ₹ 5,523.96/- mn and the Company has earned net profit after tax during the year at ₹ 442.07/- mn as against the net profit of ₹ 316.68/- mn in the previous year.

3. DIVIDEND:

The Company recommended/ declared dividend as under:

Dividend Type	Financial year 2022-23		
	Dividend per share (₹)	Dividend %	Dividend payout(In Million)
Interim Dividend	0.50	5%	10.15
Final Dividend *	0.50*	5%	10.15

** Recommended by the Board of Directors at their meeting held on 24 May, 2023, subject to the approval of the members at the 09th AGM.

The Dividend Distribution Policy, in terms of Regulation 43A of the SEBI Listing Regulations is available on the Company's website on <https://www.venuspipes.com/investors/policies/>

BOARD'S REPORT (CONTD.)

4. CREDIT RATING:

Your Company's financial discipline and prudence is reflected in the strong credit rating ascribed by rating agency. The details of the credit rating are disclosed in Corporate Governance Report, which forms part of the Annual Report.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

In compliance with provisions section 125(2) of the companies Act, 2013 and rules made thereunder, the Company has transferred ₹ 9,011/- (Rupees Nine Thousand and Eleven only) to a Separate unclaimed dividend account. For the Financial Year 2022-23, no transfer of unclaimed dividend to IEPF was made during the year under review.

6. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31 March, 2023, the Company has proposed to carry an amount of ₹ 442.07/-mn to General Reserve Account.

7. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There were no changes in the nature of business of your Company during the year under review.

8. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATED ON THE DATE OF THE REPORT.

No Material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these Financial Statements relate and on the date of this report.

Further, during the financial year under report, no significant or material orders have been passed by any of the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

9. INITIAL PUBLIC OFFER

The Company filed a red herring prospectus dated 02 May, 2022 with Registrar of Companies, Ahmedabad, for an Initial Public Offer of 5,074,100 Equity Shares of face value of ₹ 10/- each ("EQUITY SHARES") for cash at a price of ₹ 326/- Per Equity Share (including a Share Premium of ₹ 316/- Per Equity Share aggregating

to ₹ 1,654.16 mn The Company had appointed SMC Capitals Limited as book running lead manager (the "BRLM"), and KFin Technologies Limited as the Registrar to the Issue .

The equity shares were listed on BSE Limited (the "Designated Stock Exchange") and National Stock Exchange of India Limited with effect from 24 May, 2022.

Initial and Annual Listing fees has been duly paid by the Company to the Exchange.

10. SHARE CAPITAL

The Authorised share capital of the Company as on 31 March, 2023 is ₹ 25,00,00,000/- divided into 2,50,00,000 equity shares of ₹ 10/- each.

The Paid-up Share Capital of the Company as on 31 March, 2023 was ₹ 20,29,61,100/- divided into 2,02,96,110 Equity Shares of ₹ 10/- each fully paid up.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy, Technology Absorption

The particulars required under the provisions of section 134(3)(m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

B. Foreign Exchange Earnings and Outgo

Earnings	₹ 298.02/-mn
Outgo*	₹ 1,664.39/- mn

*Includes revenue & capex.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the transactions with related parties are placed before the Audit Committee for its approval. An omnibus approval from the Audit Committee is

BOARD'S REPORT (CONTD.)

obtained for the related party transactions which are repetitive in nature.

All the transactions with related parties entered into during the financial year under review were at an arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and the rules made thereunder, the SEBI Listing Regulations and your Company's Policy on Related Party Transactions.

Your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2, is not applicable.

14. STATUTORY AUDITOR

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereafter, **M/s Maheshwari & Co**, Chartered Accountants (Firm Registration No: **105834W**), has been appointed as Statutory Auditors of the Company from the conclusion of the 6th Annual General Meeting (AGM) of the Company held on 31 December, 2020 to till the conclusion of Annual General Meeting to be held for 2024-25.

In pursuant to Companies Amendment Act, 2017, enforced on 07 May, 2018 by Ministry of Corporate Affairs, the appointment of statutory auditor is not required to be ratified at every annual general meeting.

COMMENTS ON AUDITORS' REPORT OR EXPLANATION TO AUDITOR'S REMARKS:

The Auditors' Report for the financial year ended on 31 March, 2023 forms part of this Annual Report and the same does not contain any qualification, reservation or adverse remark.

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

15. SECRETARIAL AUDITOR

The Board has appointed M/s. Agrawal Mundra & Associates, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year ended 31 March, 2023. The Secretarial Audit Report for the financial year ended 31 March, 2023 is annexed herewith marked as Annexure: A to this Report. The Secretarial Audit Report does not contain any

qualification, reservation or adverse remark.

16. INTERNAL AUDITOR:

M/s Goyal Swati & Co Chartered Accountants, the Internal Auditors of the Company.

The idea behind conducting Internal Audit is to examine that the Company is carrying out its operations effectively and performing the processes, procedures and functions as per the prescribed norms. The Internal Auditors reviewed the adequacy and efficiency of the key internal controls guided by the Audit Committee.

17. COST AUDIT

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and amendments thereof, the Company is required to maintain cost accounting records and accordingly such accounts and records are maintained in the prescribed manner. Further, the cost accounting records maintained by the Company are required to be audited.

For the 2022-23, M/s K V Melwani & Associate (Firm Regn No. 100497), Cost Accountants were appointed as Cost Auditors. On the recommendation of the Audit Committee, the Board has appointed M/s K V M & Co., Cost Accountants as Cost Auditors for auditing the cost records of the Company for the 2023-24.

The Act mandates that the remuneration payable to the Cost Auditor is ratified by the shareholders. Accordingly, a resolution seeking the shareholders' ratification of the remuneration payable to the Cost Auditors for the 2023-24 is included in the Notice convening the Annual General Meeting. During the year, the Company filed the Cost Audit Report for the 2021-22 with the Ministry of Corporate Affairs within the prescribed time limit. The Cost Audit Report for the 2021-22, did not contain any qualification, reservation, adverse remark or disclaimer. The Cost Audit Report for the 2022-23 shall be made available by Cost Auditors within the due date.

18. EXPLANATION OR COMMENTS ON QUALIFICATION, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

BOARD'S REPORT (CONTD.)

19. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for the selection and appointment of Directors, Senior Management Personnel and their remuneration. The Nomination and Remuneration Committee Policy of the Company may be accessed at the website of the Company at <https://www.venuspipes.com/investors/policies/>

20. PARTICULARS OF EMPLOYEES:

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are appended as 'Annexure B' to the Boards' Report.

21. ANNUAL RETURN:

The copy of Annual Return as required under section 134(3) of the Companies Act, 2013, is available on Company's website i.e. www.venuspipes.com for the kind perusal and information.

22. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility statement:-

- (a) In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the period.
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The director had prepared the annual accounts on a going concern basis; and

- (e) Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

24. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company recognises that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The process comprising of review of the risks associated with the business of the Company, its root causes and the efficacy of the measures taken to mitigate the same. Risk management at the Company is an integral part of the business model, focusing on making the business model emerge stronger and ensuring that profitable business growth becomes sustainable.

The Company has also developed and implemented a Risk Management policy detailing risks associated with its business, process of identification of elements of risks, monitoring and mitigation of these risks. The Management of the Company with the help of inhouse team and internal auditor, identifies the risks. Risks are generally associated with the areas of new products, information security, digitisation etc. The Company had taken adequate checks and balances to eliminate and minimise the risk through the robust implementation of software system. The Risk Management Policy of the Company may be accessed at the website of the Company at <https://www.venuspipes.com/investors/policies/>

25. ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

Your Company promotes ethical behavior in all its business activities and has put in place a mechanism wherein the employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Board. The Whistleblower Policy has been duly communicated within your Company. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee in this regard.

The Vigil Mechanism and Whistle Blower Policy may be accessed on the website of the Company at <https://www.venuspipes.com>

26. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Corporate Social Responsibility Committee (CSR Committee) had formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, and the same was duly approved by the Board. The CSR Policy may be accessed on the website of the Company at <https://www.venuspipes.com>

Corporate Social Responsibility has been an integral part of the Company's culture. A brief outline of the CSR Policy of the Company, the CSR initiatives/ activities undertaken by the Company during the year and the details of the composition of the CSR Committee are given in the Annual CSR Report provided as Annexure-C, which forms an integral part of this Annual Report.

27. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013:

Your Company has in place a Prevention of sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary,

trainees) are covered under this policy. Your Company did not receive any sexual harassment complaints during the year ended on 31 March, 2023. The policy adopted by the Company for Prevention of Sexual Harassment is available on its website at <https://www.venuspipes.com>

28. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no Associate Company, Subsidiaries and Joint Ventures.

29. DEPOSITS

Your Company has not accepted any deposits from the public falling within the purview of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposit) Rules, 2014; therefore there was no principal or interest outstanding as on the date of the balance sheet.

30. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of the Company's performance is made in the Management Discussion and Analysis Report, which forms part of this Annual Report.

31. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31 March, 2023, the Board consists of 8 (eight) Directors, with an optimum mix of 4 (four) Independent Directors, 3 Executive Directors and 1 (one) Non-Executive Director. The Board consists of One Woman Independent Director.

Independent Directors

Based on the confirmation/ disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act:

- Mr. Kailash Nath Bhandari (DIN 00026078)
- Mr. Shyam Agrawal (DIN 03516372)
- Mr. Pranay Ashok Surana (DIN 05192392)
- Mrs. Komal Lokesh Khadaria (DIN 07805112)

Each Independent Director has confirmed to the Company that he or she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. There has been no change in the circumstances

BOARD'S REPORT (CONTD.)

which may affect their status as an Independent Director during the year, which had been considered and taken on record by the Board. All the Independent Directors are registered in the database maintained by the Indian Institute of Corporate Affairs (IICA) and a declaration in this regard was received from each of them. In the opinion of the Board, all the Independent Directors are persons of integrity and possess the relevant expertise and experience (including proficiency) as required under the Act and the Rules made thereunder.

Meeting of Independent Director:

Meeting of the Independent Directors without the presence of Non-Independent Directors and members of Management was duly held on 21 September, 2022, where the Independent Directors inter alia evaluated the performance of Non-Independent Directors and the Board of Directors as a whole, reviewed the performance of Chairperson of the Board and assessed the quality, quantity and timeliness of the flow of information between the Management of the Company and the Board of Directors.

Familiarisation Programmes for Independent Directors:

All Directors including Independent Directors go through a structured orientation/ familiarisation programme to make them familiar with their roles, rights and responsibilities in the Company at the time of appointment and also on a recurrent basis. The details of various programmes undertaken for familiarising the Independent Directors are available on the website of the Company at <https://www.venuspipes.com/>

Key Managerial Personnel

Pursuant to provisions of Section 203 of the Act, Mr. Arun Axaykumar Kothari (DIN 02344536) Managing Director and Chief Financial Officer, and Mr. Pavan Kumar Jain Company Secretary of the Company are the Key Managerial Personnel of your Company as on 31 March, 2023.

Whole Time Director

Mr. Megharam Sagramji Choudhary (DIN 02617107) and Mr. Dhruv Mahendrakumar Patel (DIN 07098080) are the Whole Time Director of your Company as on 31 March, 2023.

Re-appointments proposed at the AGM:

In accordance with the provisions of the Act and

the Articles of Association of the Company, Mr. Megharam Sagramji Choudhary (DIN 02617107), Whole Time Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends his re-appointment as a Whole Time Director, liable to retire by rotation

Meeting of Board of Directors

During the year under review, the Board of Directors met 13 times on 07 April, 2022, 02 May, 2022, 10 May, 2022, 18 May, 2022, 24 May, 2022, 30 May, 2022, 29 June, 2022, 29 July, 2022, 09 August, 2022, 21 September, 2022, 09 November, 2022, 31 January, 2023 and 31 March, 2023. The Directors of your Company met at regular intervals with the gap between two meetings not exceeding 120 days. The details of the meetings are provided in the Corporate Governance Report, which forms a part of this annual report.

Committees of the Board:

As on 31 March, 2023, pursuant to the requirement under the Act and the Listing Regulations, the Board of Directors had the following Committees:

- i. Audit Committee;
- ii. Nomination and Remuneration Committee;
- iii. Stakeholders' Relationship Committee;
- iv. Corporate Social Responsibility Committee
- v. Risk Management Committee

The composition, terms of reference of the Committees and number of meetings held during the year are provided in the Corporate Governance Report, which forms a part of this annual report.

During the year, all the recommendations made by the Board Committees, including the Audit Committee, were accepted by the Board.

Formal Annual Evaluation Process by Board

During the financial year under review and in accordance to the provisions of Section 134(3) (p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014, The Board based on evaluation criteria recommended by the 'Nomination and Remuneration Committee' and 'Code for Independent Directors' evaluated the performance of Board members. The Board after due discussion

BOARD'S REPORT (CONTD.)

and taking into consideration of the various aspects such as Knowledge and skills, Competency, Financial literacy, Attendance at the Meeting, Responsibility towards the Board, Qualifications, Experience, Fulfilment of functions assigned to him, Ability to function as a team, Initiative Availability & Attendance, Commitment, Contribution; expressed their satisfaction with the evaluation process and performance of the Board.

32. CORPORATE GOVERNANCE

Your Company has taken adequate steps to adhere to all the stipulations laid down in the Listing Regulations. A report on Corporate Governance is disclosed separately in the Annual Report.

33. SIGNIFICANT AND MATERIAL PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANIES OPERATION IN FUTURE

No significant or material order was passed by any regulators or courts or tribunals which impact the going concern status and company's operation in future.

34. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

Your Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

a. Buy Back of Securities

The Company has not brought back any its securities during the year under review.

b. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares

The Company has not issued Bonus shares during the year under review.

d. Employee Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

35. PREVENTION OF INSIDER TRADING AND CODE OF FAIR DISCLOSURE:

The Board has formulated a code of internal

procedures and conduct to regulate, monitor and report trading by Insiders. This code lays down guidelines, procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them on consequences of non-compliances. The copy of the same is available on the website of the Company in the Investor section at <https://www.venuspipes.com/investors/policies/>

36. DISCLOSURE ABOUT UTILISATION OF INITIAL PUBLIC OFFER (IPO) PROCEEDS

The Board Your Company discloses to the Audit Committee the uses/application of proceeds/funds raised from the initial public offer (IPO) as part of the quarterly review of financial results. Your Company has appointed CARE Ratings Limited as the Monitoring Agency in terms of Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018 ("ICDR Regulations"), as amended from time to time, to monitor the utilisation of IPO proceeds. The Company has obtained monitoring reports from the Monitoring Agency on a quarterly basis confirming no deviation or variation in the utilisation of IPO proceeds from the objects stated in the Prospectus. The Company has submitted the statement(s) and Monitoring Agency Report as required under Regulation 32 of the SEBI Listing Regulations to both the exchanges where the equity shares of the Company are listed, namely the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

37. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT:

The Business Responsibility & Sustainability Report ("BRSR") of the Company for the Financial year ended 31 March, 2023 forms part of this Annual Report as required under Regulation 34(2)(f) of the Listing Regulations.

38. ENVIRONMENT, HEALTH AND SAFETY

The Company considers it is essential to protect the Earth and limited natural resources as well as the health and well being of every person. The Company strives to achieve safety, health and environmental excellence in all aspects of its business activities. Acting responsibly with a focus on safety, health and the environment is a part of the Companies DNA.

BOARD'S REPORT (CONTD.)

39. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company lays emphasis on competence and commitment of its human capital recognising its pivotal role for organisational growth. During the year, the Company maintained a record of peaceful employee relations. Your directors wish to place on record their appreciation for the commitment shown by the employees throughout the year.

40. ACKNOWLEDGEMENT

The Board would like to place on record, its appreciation to all employees at all level for their dedicated efforts.

Your director also wish to place on record their appreciation and acknowledge with gratitude for support and co-operation extended by various government authorities, clients and bankers from time to time to look forward to their continue support.

For and On Behalf of the Board

Jyantiram Motiram Choudhary

Chairman

DIN - 02617118

Place: Dhaneti

Date: 01 September, 2023

ANNEXURE TO BOARD'S REPORT

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Venus Pipes & Tubes Limited ("the Company") believes in conducting its affairs in fair, transparent and professional manner and maintaining good ethical standards in its dealings with all its constituents.

The Company is committed to follow good Corporate Governance practices, which include having professional Directors on the Board, adopting pragmatic policies, effective systems and procedures and subjecting business processes to audits and checks, compliant with the required standards. The policies and actions of the Company are in line with the applicable guidelines on Corporate Governance with an endeavour to enhance value for shareholders.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") as amended till date, is given below:

2. BOARD OF DIRECTORS

a) Composition and size of the Board

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the

long-term interests of the shareholders are being served.

The Board of Directors of the Company currently comprises of Eight Directors who are eminent individuals with excellent qualifications, professional expertise and extensive experience and they have made outstanding contributions to the industry. The Board has an optimum combination of independent, woman director, executive as well as non-executive directors that are in conformity with the provisions of Regulation 17 of the Listing Regulations.

The Board of Directors has 50% Non- executive Directors throughout the year under review. As on date of this Report, the Board of Directors comprises of 8 Directors, including 4 Independent Directors. The Chairman of the Company is a Non-Executive Chairman.

None of the Directors on the Board is a member of more than 10 Committees or a Chairman of more than 5 Committees as specified in Regulation 26 (1) of the Listing Regulations, across all the Indian Listed Entities in which he / she is a Director. The Company has appointed a Woman Director pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014. The necessary disclosure regarding the committee position as has been made by the directors are given herein below:

As on 31 March, 2023, the Board of Directors of the Company comprises of the following directors:

Sr. No	Name of the Director	Category	Date of Appointment	Number of other Directorships held in other public companies	Number of memberships in Audit/ Stakeholder Committee(s)		No and % of Equity Shares held in the Company (%)
					As Chairperson	As Member	
1	Megharam Sagramji Choudhary	Whole-Time Director	17 February, 2015	-	-	-	34,97,743-17.23%
2	Jayantiram Motiram Choudhary	Chairman and Non-Executive Director	17 February, 2015	-	-	-	1178915-5.81%
3	Dhruv Mahendrakumar Patel	Whole-Time Director	16 June, 2015	-	-	-	25,80,810-12.72%
4	Arun Axaykumar Kothari	Managing Director	14 September, 2021	-	-	1	12,12,291-5.97%

ANNEXURE TO BOARD'S REPORT (CONTD.)

Sr. No	Name of the Director	Category	Date of Appointment	Number of other Directorships held in other public companies	Number of memberships in Audit/ Stakeholder Committee(s)		No and % of Equity Shares held in the Company (%)
					As Chairperson	As Member	
5	Kailash Nath Bhandari	Independent Director	19 October, 2021	4	5	9	-
6	Pranay Ashok Surana	Independent Director	19 October, 2021	-	1	1	-
7	Komal Lokesh Khadaria	Independent Director	19 October, 2021	-	1	1	-
8	Shyam Agrawal	Independent Director	19 October, 2021	3	-	4	-

Notes:- The Directorships held by Directors as mentioned above do not include Alternate Directorships and Directorships of foreign companies and deemed public companies, Companies under Section 8 of the Act, and private limited companies.

b) Board Meeting Procedure

The Board periodically reviews the items required to be placed before it as per Part A of Schedule II (Regulation 17 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the LODR / Listing Regulations) and in particular, reviews and approves quarterly / half-yearly unaudited financial statements and the audited financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure.

It monitors overall operating performance and reviews such other items that require Board's attention. It directs and guides the activities of the Management towards the set goals and seeks accountability. It also sets standards of corporate behavior, ensures transparency in corporate dealings and compliance with laws and regulations.

The agenda papers, containing detailed notes on various agenda items and other information, which would enable the Board to discharge its responsibility effectively, are circulated in advance to the directors. The agenda for the Board Meeting covers items set out as guidelines in Regulation 17 of the Listing Regulations; to the extent, they are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

c) Number of Board meetings and the attendance of Directors during the Financial Year 2022-23.

The Board of Directors meets at least four times in a year and more often, if considered necessary, with not more than 120 days' gap between any two meetings, to review the Company's performance and financial results. During the 2022-23, 13 Board Meetings were held on 07 April, 2022, 02 May, 2022, 10 May, 2022, 18 May, 2022, 24 May, 2022, 30 May, 2022, 29 June, 2022, 29 July, 2022, 09 August, 2022, 21 September, 2022, 09 November, 2022, 31 January, 2023 and 31 March, 2023. The last Annual General Meeting (8th AGM) was held on 24 August, 2022 Attendance record of each of the Directors at the Board Meetings during the 2022-23 and at the last Annual General Meeting are given below:

Sr. No.	Name of Director	Attendance at Board Meetings		Whether present at last AGM held on 24 August, 2022
		Board Meetings entitled to attend	Attended	
1	Arun Axaykumar Kothari	13	13	Yes
2	Megharam Sagramji Choudhary	13	13	Yes
3	Dhruv Mahendrakumar Patel	13	13	Yes
4	Jayantiram Motiram Choudhary	13	13	Yes
5	Shyam Agrawal	13	06	Yes
6	Kailash Nath Bhandari	13	12	Yes
7	Pranay Ashok Surana	13	13	Yes
8	Komal Lokesh Khadaria	13	13	Yes

During the year under review, Meeting of the Independent Directors without the presence of Non- Independent Directors and members of Management was duly held on 21 September, 2022, where the Independent Directors inter alia evaluated the performance of Non-Independent Directors and the Board of Directors as a whole, reviewed the performance of Chairperson of the Board and assessed the quality, quantity and timeliness of the flow of information between the Management of the Company and the Board of Directors.

d) Profile of Directors seeking Re-appointment

- Mr. Megharam Sagramji Choudhary retires at the ensuing AGM and being eligible offers himself for Re-appointment.
- The resolution for Re-appointment of Director along with his profile as required under Regulation 36(3) of the Listing Regulations has been appropriately included in the Notice of AGM forming part of this Annual Report.

e) Familiarisation Programme of Independent Directors and Meeting of Independent Directors:

The Company has familiarised the Independent Directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters by way of providing updates at the Meetings of Board and Committee and such other programmes. The details of such programmes are put up on the website of the Company at the link: <https://www.venuspipes.com/investors/policies/>

In accordance with the provisions of Regulation 25 of the Listing Regulations, during the year under review, Independent Directors met on 21 September, 2022, inter alia, to

- (a) review the performance of Non-Independent Directors and the Board as a whole;
- (b) review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
- (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that

is necessary for the Board to effectively and reasonably perform their duties. The Board of Directors of your Company confirms that the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

f) Confirmation on Independent Directors:

All Independent Directors have submitted requisite declarations confirming that they continue to meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. Based on the declarations submitted by the Independent Directors, Board is of the opinion that the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of the Management.

Independent Directors have also confirmed of having complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, by including/ registering their names in the data bank of Independent Directors maintained with Indian Institute of Corporate Affairs.

None of the Independent Directors have resigned during the 2022-23.

h. List of skills, expertise and competencies of the Board of Directors:

The Board comprises qualified and experienced members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Strategy and Transformation
- Sales/ Marketing
- Finance
- Corporate Governance
- Leadership
- Legal/ Regulatory and Risk Management

ANNEXURE TO BOARD'S REPORT (CONTD.)

The table below summarises the skills, expertise and competencies possessed by the Board of Directors of the Company:

Name of the Director	Skills/ Expertise/ Competencies					
	Strategy & Transformation	Sales/ Marketing	Finance	Corporate Governance	Leadership	Legal/ Regulatory and Risk Management
Arun Axaykumar Kothari	✓	-	✓	✓	✓	✓
Megharam Sagramji Choudhary	✓	✓	✓	-	✓	✓
Dhruv Mahendrakumar Patel	✓	✓	✓	-	✓	✓
Jayantiram Motiram Choudhary	✓	✓	-	✓	✓	✓
Shyam Agrawal	✓	-	-	✓	✓	✓
Kailash Nath Bhandari	✓	-	-	✓	✓	✓
Pranay Ashok Surana	-	-	✓	✓	✓	✓
Komal Lokesh Khadaria	-	-	✓	✓	✓	✓

3. AUDIT COMMITTEE

Audit Committee acts as a link between Management and external auditors and is responsible for overseeing Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of audits. The composition and terms of reference of the Audit Committee of the Company are in line with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Name	Position	Category
Komal Lokesh Khadaria	Chairperson	Non-Executive Independent Director
Pranay Ashok Surana	Member	Non-Executive Independent Director
Arun Axaykumar Kothari	Member	Managing Director

Mrs. Komal Lokesh Khadaria, Independent Director and Chairperson of the Audit Committee was present at the 08th Annual General Meeting of the Company held on 24 August, 2022

During the year, there were no changes to the composition of the Committee.

Terms of reference

The terms of reference of the Audit Committee, inter alia, include:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;

ANNEXURE TO BOARD'S REPORT (CONTD.)

- (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions; and
 - (g) modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval; reviewing, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 6. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 7. approval or any subsequent modification of transactions of the Company with related parties;
 8. scrutiny of inter-corporate loans and investments;
 9. valuation of undertakings or assets of the Company, wherever it is necessary;
 10. evaluation of internal financial controls and risk management systems;
 11. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 12. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 13. discussion with internal auditors of any significant findings and follow up there on;
 14. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 15. discussion with statutory auditors before the audit commences, about the nature and scope

of audit as well as post-audit discussion to ascertain any area of concern;

16. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. to review the functioning of the whistle blower mechanism;
18. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
19. Carrying out any other function as is mentioned in the terms of reference of the audit committee; and
20. reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 cr. or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); and

ANNEXURE TO BOARD'S REPORT (CONTD.)

- (b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

We further confirm the following:

- (i) the Audit Committee has at least three directors as members, two-thirds of which members are independent directors;
- (ii) all members of Audit Committee are financially literate and at least one member has accounting or related financial management expertise;
- (iii) the chairman of the Audit Committee is an independent director; and
- (iv) the Company secretary of the Company is the secretary to the Audit Committee.

Meetings and attendance during the year:

During the year under review, The Audit Committee of the Company met 6 (Six) times on 29 June, 2022, 29 July, 2022, 09 August, 2022, 21 September, 2022, 09 November, 2022 and 31 January, 2023. The maximum time gap between any of the two consecutive meetings was not more than 120 days. The necessary quorum was present in all the meetings.

Details of attendance of the committee members at the meetings of the Audit Committee held during the year are given below:

Sr no.	Name and Designation of Committee Members	Audit Committee Meeting Dates						Number of committee meetings held/ eligible to attend	Number of committee meetings attended
		(1)	(2)	(3)	(4)	(5)	(6)		
		29 June, 2022	29 July, 2022	09 August, 2022	21 September, 2022	09 November, 2022	31 January, 2023		
1.	Komal Lokesh Khadaria	✓	✓	✓	✓	✓	✓	6	6
2.	Pranay Ashok Surana	✓	✓	✓	✓	✓	✓	6	6
3.	Arun Axay kumar Kothari	✓	✓	✓	✓	✓	✓	6	6

✓ Attended

4. NOMINATION AND REMUNERATION COMMITTEE

The purpose of the Nomination and Remuneration Committee is to oversee the Company's nomination process including succession planning for the senior management and the Board and specifically to assist the Board in identifying, screening and reviewing individuals qualified to serve as Executive Directors, Non-Executive Directors and determine the role and capabilities required for Independent Directors consistent with the criteria as stated by the Board in its Policy on Appointment of Directors. The Nomination and Remuneration Committee and the Board periodically reviews the succession planning process of the Company and is satisfied that the Company has adequate process for orderly succession of Board Members and Members of the Senior Management. The composition and terms of reference of the Nomination and Remuneration Committee of the Company are in line with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

Remuneration Policy:

The Company has adopted Remuneration Policy for Directors, Key Management Personnel and other employees of the Company and the same is available on Company's website at <https://www.venuspipes.com/investors/policies/>

Terms of reference

The terms of reference of the Nomination and Remuneration Committee, inter alia, include:

ANNEXURE TO BOARD'S REPORT (CONTD.)

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy, relating to the remuneration of the directors, key managerial personnel and other employees:
 2. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
 - a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals;
 3. Formulating criteria for evaluation of performance of independent directors and the Board of Directors;
 4. Devising a policy on diversity of Board of Directors;
 5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of directors their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
 6. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 7. Recommending to the board, all remuneration, in whatever form, payable to senior management;
 8. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
 9. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
 - b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;
 10. Carrying out any other function as is mandated by the Board from time to time and / or enforced/ mandated by any statutory notification, amendment or modification, as may be applicable;
 11. Performing such other functions as may be necessary or appropriate for the performance of its duties; and
 12. Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, including the following:
 - Formulating detailed terms and conditions of (the "Plan"), which includes the provision as specified by the Board in this regard; and
 - Administration and superintendence of the Plan.
- We further confirm the following:**
- (i) the Nomination Committee has at least three directors as members, all of whom are non-executive directors and at least one-half of which members are independent directors; and
 - (ii) the chairman of the Nomination Committee is an independent director.

ANNEXURE TO BOARD'S REPORT (CONTD.)

Composition, name of members and Chairperson:

The Nomination and Remuneration Committee of the Board is constituted with 3 (three) non-executive directors, of whom 2 (two) members including the Chairperson of the Committee are Non – Executive Independent Directors.

Sr no.	Name of Committee Members	Designation in the Committee	Category of Directorship
1	Komal Lokesh Khadaria	Chairperson	Non-Executive Independent Director
2	Kailash Nath Bhandari	Member	Non-Executive Independent Director
3	Jayantiram Motiram Choudhary	Member	Non-Executive non-Independent Director

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

Mrs. Komal Lokesh Khadaria, Independent Director and Chairperson of the Nomination and Remuneration Committee was present at the 08th Annual General Meeting of the Company held on 24 August, 2022.

During the year, there were no changes to the composition of the Committee.

Meetings and attendance during the year:

During the year under review, The Nomination and Remuneration Committee of the Company met 1 (One) times on 31 January, 2023. The necessary quorum was present in all the meetings.

Details of attendance of the committee members at the meetings of the Nomination and Remuneration Committee held during the year are given below:

S no.	Name and Designation of Committee Members	Nomination and Remuneration Committee Meeting Dates	Number of committee meetings held/ eligible to attend	Number of committee meetings attended
		(1)		
		31 January, 2023		
1.	Komal Lokesh Khadaria	✓	1	1
2.	Kailash Nath Bhandari	✓	1	1
3.	Jayantiram Motiram Choudhary	✓	1	1
✓ Attended				

Performance evaluation criteria for Independent Directors:

Pursuant to the provisions of the Act and the Listing Regulations, Company has put in place a criteria for annual evaluation of performance of Chairperson, Individual Directors (Independent & Non – Independent), Board Level Committees and the Board as a whole.

During the year under review, Board evaluated the effectiveness of its functioning and that of Committees and of Individual Directors (Independent and Non – Independent) by seeking their inputs on various aspects of Board/ Committee Governance. Performance evaluation was made on the basis of structured questionnaire considering the indicative criteria as prescribed by the Evaluation Policy of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the director being evaluated.

The Independent Directors of the Company are evaluated based on various criteria such as Qualifications, Experience, Knowledge and Competency, Fulfilment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Independence and Independent views and judgement.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

Stakeholders' Relationship Committee of the Company considers and resolves the grievances of our shareholders including complaints relating to non-receipt of Allotment of IPO, Issue of Refund, Allotment of Shares, Release UPI mandate and such other grievances as may be raised by the security holders from time to time.

Terms of reference

The terms of reference of the Stakeholders' Relationship Committee, inter alia, include:

ANNEXURE TO BOARD'S REPORT (CONTD.)

1. Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
2. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
3. Review of measures taken for effective exercise of voting rights by shareholders;
4. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The composition and terms of reference of the Stakeholders' Relationship Committee of the Company are in line with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

Composition, name of members and Chairperson:

Stakeholders' Relationship Committee is headed by Mr. Pranay Ashok Surana, Non-Executive and Independent Director of the Company.

The Stakeholders' Relationship Committee of the Board is constituted with 3 (three) non-executive directors, of whom 2 (two) members including the Chairperson of the Committee are Non – Executive Independent Directors.

Composition of the Stakeholders' Relationship Committee is as follows:

Sr. No.	Name	Designation in the Committee	Category of Directorship
1	Pranay Ashok Surana	Chairperson	Non-Executive Independent Director
2	Shyam Agrawal	Member	Non-Executive Independent Director
3	Jayantiram Motiram Choudhary	Member	Non-Executive non-Independent Director

The Company Secretary acts as the Secretary to the Stakeholders' Relationship Committee.

Mr. Pranay Ashok Surana, Independent Director and Chairperson of the Stakeholders' Relationship Committee was present at the 08th Annual General Meeting of the Company held on 24 August, 2022.

During the year, there were no changes to the composition of the Committee.

During the year under review, The Stakeholders' Relationship Committee of the Company met 1 (one) time on 31 January, 2023. All the members of the committee were present in that meeting.

Name and designation of the compliance officer:

CS Pavan Kumar Jain

Company Secretary and Compliance Officer

For Venus Pipes & Tubes Limited

(Formerly Known as Venus Pipes & Tubes Private Limited)

REG. OFFICE- SURVEY NO. 233/2 AND 234/1 DHANETI

BHUJ KACHCHH GJ 370020 IN

e-mail : cs@venuspipes.com

Contact No. +91 2836 232 183/84

ANNEXURE TO BOARD'S REPORT (CONTD.)

The details of complaints received, cleared and pending during the financial year 2022-23 are given as under:

1.	No. of complaints received from SEBI (SCORES)	Nil
2.	No. of complaints received from NSE/BSE	14
3.	No. of complaints resolved	14
4.	No. of complaints not solved to the satisfaction of the investors as at 31 March, 2023.	Nil
5.	Complaints pending as at 31 March, 2023.	Nil

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The purpose of our Corporate Social Responsibility Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the initiatives to be undertaken by the Company, recommend the amount of expenditure the Company should incur on Corporate Social Responsibility ("CSR") activities and to monitor from time to time the CSR activities and Policy of the Company. The composition and terms of reference of the CSR Committee of the Company are in line with the provisions of Section 135 of the Act.

Terms of reference

The terms of reference of the Corporate Social Responsibility Committee, inter alia, include:

- To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
- To review and recommend the amount of expenditure to be incurred on the activities referred to in (a);
- To monitor the Corporate Social Responsibility Policy of the Company and its implementation from time to time;
- To do such other acts, deeds and things as may be required to comply with the applicable laws; and;
- To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority."

Composition, name of members and Chairperson:

The CSR Committee of the Board is constituted with 3 (three) directors comprising of 2 (Two) Executive Director and 1 (one) Non-Executive Independent Director of the Company.

Composition of the CSR Committee is as follows:

Sr. No.	Name	Designation in the Committee	Category of Directorship
1	Shyam Agrawal	Chairperson	Non-Executive Independent Director
2	Megharam Sagramji Choudhary	Member	Whole Time Director
3	Dhruv Mahendrakumar Patel	Member	Whole Time Director

The Company Secretary acts as the Secretary to the CSR Committee.

During the year, there were no changes to the composition of the Committee.

Meetings and attendance during the year:

During the year under review, The CSR Committee of the Company met 1 (One) times on 31 January, 2023. All the members of the committee were present in that meeting.

7. RISK MANAGEMENT COMMITTEE

The Company has constituted a Risk Management Committee for framing, implementing and monitoring the risk management policy of the Company. The Risk Management Committee assists the Board in fulfilling its oversight

ANNEXURE TO BOARD'S REPORT (CONTD.)

responsibility with respect to Enterprise Risk Management. The composition and terms of reference of the Risk Management Committee of the Company are in line with the provisions of Regulation 21 of the Listing Regulations.

Terms of reference

The terms of reference of the Risk Management Committee, inter alia, include:

- To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Composition, name of members and Chairperson:

The Risk Management Committee of the Board is constituted with 3 (three) directors comprising of 1 (one) Non-Executive Independent Director, 1 (One) Executive Director and 1 (One) Non-Executive Director of the Company.

Composition of the Risk Management Committee is as follows:

Sr. No.	Name	Designation in the Committee	Category of Directorship
1	Komal Lokesh Khadaria	Chairperson	Non-Executive Independent Director
2	Arun Axaykumar Kothari	Member	Managing Director
3	Jayantiram Motiram Choudhary	Member	Non-Executive non-Independent Director

The Company Secretary acts as the Secretary to the Risk Management Committee.

During the year, there were no changes to the composition of the Committee.

8. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR.

Sr. No.	Name	Designation
1.	Mr. Kunal Bubna	President (Finance & Accounts)
2.	Mr. Kumar Shishir C Sinha	President (Marketing)
3.	Mr. Om Prakash Mishra	Vice President (Operations)

During the year, there were no changes in Senior Management.

ANNEXURE TO BOARD'S REPORT (CONTD.)

9. REMUNERATION OF DIRECTORS:

a. All pecuniary relationship or transactions of the non – executive directors vis-à-vis the Company:

There were no pecuniary transactions with any of the Non - Executive Directors except for Remuneration/ Sitting Fees/ reimbursement of expenses, if any, paid to them as Directors of the Company.

b. Criteria of making payments to Non-Executive Directors

The Board has adopted Remuneration Policy for Directors, Key Managerial Personnel and Other Employees, which describes the criteria of making payments to Non-Executive Directors. The Policy is available on the website of the Company at <https://www.venuspipes.com/investors/policies/>

In line with the Company's remuneration policy, Non-Executive Directors are entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the Board and committee meetings and commission, if any, as may be determined by the Board of Directors and shareholders on the recommendation of the Nomination and Remuneration Committee within the overall limits specified under the Act/ Listing Regulations.

c. Disclosures with respect to remuneration:

The following are the details of remuneration and sitting fee paid to the Directors of the Company during the Financial Year under review:

Sr. No.	Name of the Director	Designation	Remuneration (₹ in mn)	Sitting Fees (₹ in mn)	Other benefits, Bonuses, Stock Options, Pensions, etc.
1	Mr. Arun Kothari	Managing Director and CFO	3.00	0.31	-
2	Mr. Megharam Choudhary	Whole Time Director	2.40	0.25	-
3	Mr. Dhruv M Patel	Whole Time Director	2.40	0.25	-
4	Mr. Jayantiram Motiram Choudhary	Chairman/ Non-Executive Non independent Director.	-	0.36	-
5	Kailash Nath Bhandari	Independent Director	-	0.32	-
6	Shyam Agrawal	Independent Director	-	0.18	-
7	Pranay Ashok Surana	Independent Director	-	0.43	-
8	Komal Lokesh Khadaria	Independent Director	-	0.43	-

Note:

- Company does not have performance linked incentive plan for directors.
- No severance fee is paid/payable to any of the directors.
- All the directors are entitled to reimbursement of reasonable expenses incurred during the performance of their duty as a director.

Service Contract and Notice Period: Notice Period as per Company's Policy is one month

10. GENERAL BODY MEETINGS:

a. Location and time, where last three annual general meetings held:

The details of location and time, where the last three annual general meetings were held are as follows:

Financial Year	Day, Date and Time of Annual General Meeting ("AGM")	Venue/ Location
2021-22	08th AGM: Wednesday, 24 August, 2022 at 04:00 p.m. (IST)	Meeting held through Video Conferencing/ Other Audio Visual Means.
2020-21	07th AGM: Friday, 10 September, 2021 at 10:00 a.m. (IST)	Survey No. 233/2 and 234/1 Dhaneti BHUJ Kachchh GJ 370020 IN
2019-20	06th AGM: Wednesday, 31 December, 2020 at 10:00 a.m. (IST)	Plot No. 13, Ward No. 10-A, Gandhidham 370201

ANNEXURE TO BOARD'S REPORT (CONTD.)

b. Special resolutions passed in the previous three annual general meetings:

The details of the special resolutions passed in the previous three annual general meetings are as follows:

Financial Year	Day, Date and Time of Annual General Meeting ("AGM")	Details of Special Resolutions Passed
2021-22	08th AGM: Wednesday, 24 August, 2022 at 04:00 p.m. (IST)	No Special Resolution was passed at this meeting.
2020-21	07th AGM: Friday, 10 September, 2021 at 10:00 a.m. (IST)	1) To approve the Issue of Bonus Shares. 2) Conversion of the Company to Public Limited. 3) To approve alteration of Name Clause I By Deleting Word "Private" Change of Name Clause.
2019-20	06th AGM: Wednesday, 31 December, 2020 at 10:00 a.m. (IST)	No Special Resolution was passed at this meeting.

c. Special resolutions passed last year through postal ballot – details of voting pattern:

The Company have not passed any of resolution through postal ballot during the year under review.

d. Person who conducted the postal ballot exercise: NA

e. Whether any special resolution is proposed to be conducted through postal ballot: NA

f. Procedure for postal ballot :NA

10. MEANS OF COMMUNICATION

Quarterly Results

The quarterly, half-yearly and annual financial results of the Company were timely submitted to the stock exchange where the shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited and are also placed on the website of the Company at <https://www.venuspipes.com/investors/financials/>

Newspapers wherein results normally published:

Financial Results are published in Financial Express (English Daily) – All Editions and Kutch Uday (Gujarati Daily) – Gujarat Edition in compliance with Regulation 47 of the Listing Regulations.

Details of website and display of official news releases and presentations made to institutional investors or to analysts on the website:

The Company's website (www.venuspipes.com) contains a separate dedicated section 'Investors' where shareholders' information is available.

The shareholders can access the profile of Board of Directors, Board Committees composition, policies adopted by the Board, Annual Reports, Financial Results, Investor Presentations, Corporate Announcements, Shareholding Pattern, details of unclaimed dividends, Corporate Governance Reports, contact details for investor grievance, etc. on the Company's website.

Press releases/ official news releases and presentations made to institutional investors or analysts, if any, are also regularly updated on the Company's website.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) and online viewing by investors of actions taken on the complaint and its current status.

11. GENERAL SHAREHOLDERS INFORMATION

a. Annual General Meeting – date, time and venue:

The 09th Annual General Meeting of the Members of the Company is scheduled to be held on Monday, 25 September, 2023 at 04:00 p.m. (IST). The Annual General Meeting will be held through Video Conferencing/ Other Audio-Visual Means (OAVM) facility.

b. Financial Year: April 1 to March 31

c. Dividend Payment Date:

On or after 25 September, 2023 but within 30 days from the date of AGM to all those Members whose names appear on the Register of Members on Monday, 18 September, 2023.

d. The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):

Equity Shares of the Company are listed on the following stock exchange:

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India

The Company has paid the requisite annual listing fee to BSE Limited and National Stock Exchange of India Limited.

e. Stock code:

The Equity Shares of the Company are traded at BSE Limited with Scrip Code: **543528** and National Stock Exchange of India Limited under the Symbol: **VENUSPIPES**.

f. Market price data – high, low during each month in last financial year:

Name of the Stock Exchange where equity shares of the Company are listed:

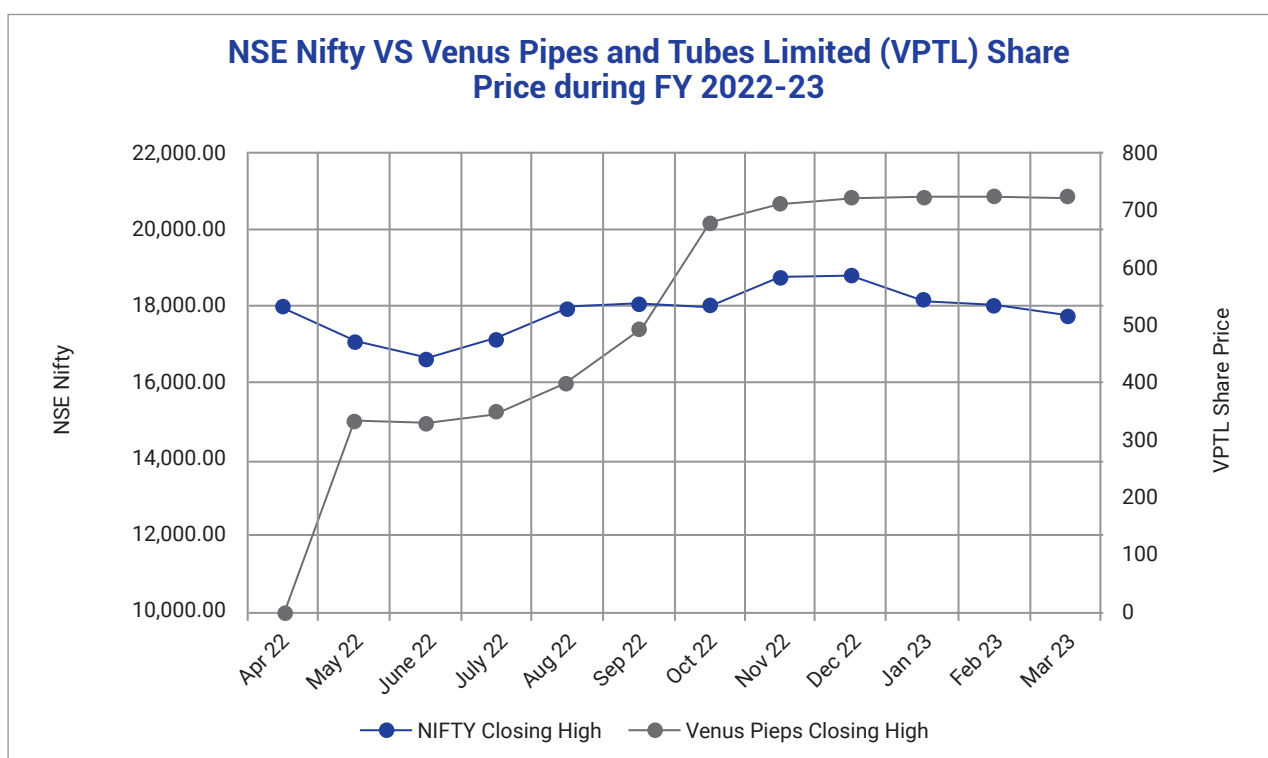
BSE Limited and National Stock Exchange of India Limited

Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2022	-	-	-	-
May 2022	346.27	325.80	344.43	328.26
June 2022	334.46	326.83	334.43	327.55
July 2022	353.85	344.74	353.66	345.05
August 2022	408.08	393.37	408.36	393.67
September 2022	507.57	483.50	507.52	484.06
October 2022	691.24	660.77	690.82	662.07
November 2022	727.22	706.08	727.25	708.51
December 2022	732.65	714.02	732.80	714.87
January 2023	734.68	720.64	731.04	722.40
February 2023	733.73	720.03	732.85	723.62
March 2023	734.50	721.90	732.21	724.46

ANNEXURE TO BOARD'S REPORT (CONTD.)

g. Performance of share price of the Company in comparison to Nifty 50:

Month	Closing Price of Equity Shares at NSE (₹)	NIFTY 50
April 2022	-	18,053.40
May 2022	337.96	17,069.10
June 2022	329.83	16,628.00
July 2022	349.44	17,158.25
August 2022	400.18	17,956.50
September 2022	496.01	18,070.05
October 2022	676.95	18,012.20
November 2022	716.03	18,758.35
December 2022	724.48	18,812.50
January 2023	726.09	18,232.55
February 2023	727.46	18,035.85
March 2023	728.51	17,754.40



h. Confirmation on no suspension:

The Equity Shares of the Company were not suspended from trading at any time during the financial year ended 31 March, 2023.

i. Registrar and Share Transfer Agent:

Kfin Technologies Limited

Selenium, Tower B, Plot No- 31 and 32,
 Financial District, Nanakramguda, Serilingampally,
 Hyderabad, Rangareddi 500 032 Telangana, India.
 Tel-1800-309-4001
 Email: einward.ris@kfintech.com
 Website: www.kfintech.com

ANNEXURE TO BOARD'S REPORT (CONTD.)

j. Share Transfer System:

Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. In terms of amended Regulation 40 of Listing Regulations, SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Kfin Technologies Limited, the Registrar and Share Transfer Agents looks after the share transfer system in the Company. Further, the Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Stakeholders' Relationship Committee of the Board.

k. Distribution of shareholding:

Distribution of Shareholding of the Company as on 31 March, 2023, is as follows:

Distribution Schedule - Consolidated As on 31-03-2023					
Category (Amount)	No. of Cases	% of Cases	Total no. of shares	Amount	% of Amount
1-5000	21,804	97.16	7,70,832	77,08,320	3.80
5001- 10000	254	1.13	1,90,527	19,05,270	0.94
10001- 20000	122	0.55	1,86,026	18,60,260	0.92
20001- 30000	46	0.20	1,22,788	12,27,880	0.60
30001- 40000	34	0.15	1,22,543	12,25,430	0.60
40001- 50000	30	0.13	1,41,257	14,12,570	0.70
50001- 100000	59	0.26	4,42,163	44,21,630	2.18
100001& Above	95	0.42	1,83,19,974	18,31,99,740	90.26
Total	22,444	100.00	2,02,96,110	20,29,61,100	100.00

Shareholding Pattern as on 31 March, 2023:

S. No.	Description	No. of Cases	Total Shares	% of shareholding
1	PROMOTER INDIVIDUALS	4	84,69,759	41.73
2	PROMOTER GROUP	3	13,13,091	6.47
3	MUTUAL FUNDS	1	8,59,438	4.23
4	QUALIFIED INSTITUTIONAL BUYER	1	8,96,373	4.42
5	FOREIGN PORTFOLIO - CORP	7	11,61,669	5.72
6	FOREIGN PORTFOLIO - CORP	1	8,043	0.04
7	RESIDENT INDIVIDUALS	21,666	53,96,571	26.59
8	NON RESIDENT INDIAN NON REPATRIABLE	74	9,171	0.05
9	NON RESIDENT INDIANS	141	23,630	0.12
10	BODIES CORPORATES	108	16,99,965	8.38
11	RESIDENT INDIVIDUALS	2	1,87,000	0.92
12	CLEARING MEMBERS	6	87,543	0.43
13	H U F	430	1,83,857	0.91
	Total:	22,444	2,02,96,110	100.00

ANNEXURE TO BOARD'S REPORT (CONTD.)

I. Dematerialisation of shares and liquidity:

The equity shares of the Company are liquid and traded in dematerialised form on BSE Limited and National Stock Exchange of India Limited. Equity Shares of the Company are available for trading through both the Depositories in India viz. National Securities Depositories Limited and Central Depository Services (India) Limited. The ISIN allotted to equity shares of the Company is INE0JA001018.

The details of number of equity shares of the Company which are in dematerialised and physical form as on 31 March, 2023, are given below:

Summary of Shareholding As on 31-03-2023			
Category	No. of shareholders	Total no of shares	% to total shareholding
PHYSICAL	1	1	0.000005
N S D L	6,044	1,70,93,305	84.219612
C D S L	16,399	32,02,804	15.780384
Total	22,444	2,02,96,110	100.00

m. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDR/ ADR/Warrants and convertible instruments.

n. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15 November, 2018 is not required to be given. The Company engages in foreign currency transactions on regular basis. The import of raw materials and other goods, as well as the export of finished goods and other products, all involves foreign currency transactions. As a result, any changes in foreign exchange rates may have an immediate impact on the Company's operations. To limit the impact of currency volatility, the Company has implemented a hedging policy that is resilient and fulfils evolving regulatory criteria. This is in addition to the natural hedge afforded to the Company by the nature of the business.

o. Plant locations:

VENUS PIPES & TUBES LIMITED

CIN- L74140GJ2015PLC082306

Survey No. 233/2 and 234/1,

Dhaneti, Bhuj, Kachchh - 370020 Gujarat, India.

Phone: +91 2836 232 183/84

p. Address for correspondence:

VENUS PIPES & TUBES LIMITED

CIN- L74140GJ2015PLC082306

Ground Floor, Plot No. 275,

Tripada Complex, Sector - 1/A,

Gandhidham – 370201,

Dist. Kutch, Gujarat - India

Phone: +91 2836 232 183/84

Email: cs@venuspipes.com.

q. List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year:

During the financial year ended 31 March, 2023, the Company obtained credit ratings from CRISIL Ratings Limited, CRISIL Ratings has assigned the long term rating of [CRISIL]BBB+ and a short term rating of [CRISIL]A2 to ₹ 158.00 cr. (enhanced from ₹ 62.00 cr.) of Bank Loan facilities.

ANNEXURE TO BOARD'S REPORT (CONTD.)

During the financial year ended 31 March, 2023, the Company obtained credit ratings from Infomeric Valuation and Rating Private Limited, Infomeric has assigned the long term rating of IVR BBB+/Stable revised from previous IVR BBB/Stable and a short term rating of IVR A2 revised from previous IVR A3+ for ₹ 62 cr. of Bank Loan facilities.

12. OTHER DISCLOSURES:

a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

During the year under review, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. All related party transactions entered into by the Company are approved by the Audit Committee and prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseen and are repetitive in nature.

As required under the Indian Accounting Standards, related party transactions are disclosed in Notes to the Company's financial statements for the financial year ended 31 March, 2023.

b. Details of non-compliance by the listed entity, penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

There were no instances of non-compliances, penalties, strictures imposed on the Company by the Stock Exchanges, SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

c. Details of establishment of vigil mechanism/ whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has adopted a Whistle Blower Policy for Vigil Mechanism for Directors and Employees to report to the Management instances of unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee. During the year, no person has been denied access to the Audit Committee.

During the year under review, the Company has not received any instances of genuine concerns from Directors or employees under this mechanism. The Company has also hosted the Whistle Blower Policy on the website of the Company and can be accessed at the weblink <https://www.venuspipes.com/investors/policies/>

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

As on 31 March, 2023, all mandatory requirements of the Listing Regulations have been complied with by the Company. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

Modified Opinion(s) in Audit Report: The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company.

Reporting of Internal Auditor: The Internal Auditor of the Company directly reports to the Audit Committee.

e. Web link where policy for determining 'material' subsidiaries is disclosed:

The Board of Directors of the Company has, in accordance with the Listing Regulations, approved and adopted a Policy for determining material subsidiaries and the said policy as uploaded on the website of the Company can be accessed at the weblink <https://www.venuspipes.com/investors/policies/>

f. Web link where policy for dealing in related party transactions is disclosed:

In accordance with the requirements of the Listing Regulations, the Company has adopted a Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions. The same has been placed on the website of the Company at <https://www.venuspipes.com/investors/policies/>

g. Disclosure of commodity price risks and commodity hedging activities:

The Company does not involve in hedging activities in commodity markets.

ANNEXURE TO BOARD'S REPORT (CONTD.)

h. Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations: NA

i. Certificate From a Company Secretary In Practice with Regard To Disqualification Of Directors

A certificate from M/s. Agrawal Mundra & Associates, Practicing Company Secretary certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority and certificate is annexed to this report as **Annexure: I**.

j. Acceptance of recommendations of committees:

During the 2022-23, the Board of Directors has accepted all the recommendations of the committees of the Board.

k. Auditors' Remuneration

The details of total fees for all services paid by the Company during 2022-23, to the Statutory Auditors are as follows:

Particulars	Amount (in ₹ mn)
Payment to Statutory Audit fees (including out of pocket expenses)	0.75
Certifications fees	0.71
Total	1.46

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year: Nil

Number of complaints disposed of during the financial year: Nil

Number of complaints pending as on end of the financial year: Nil

m. Disclosure by Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

There are no loans and advances given by the Company and its subsidiaries to firms/companies in which directors are interested during the 2022-23.

n. Details of material subsidiaries of the Company; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Company do not have any subsidiaries as on 31 March, 2023.

o. Web link where Dividend Distribution Policy is disclosed:

The Company has formulated a Dividend Distribution Policy in accordance with the Listing Regulations. The Dividend Distribution Policy can be accessed from the Investor section of the website of the Company at <https://www.venuspipes.com/investors/policies/>

13. COMPLIANCE TO REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

The Company has duly complied with the requirements of the Corporate Governance Report of Sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations.

14. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE LISTING REGULATIONS:

The following discretionary requirements have been adopted by the Company pursuant to Part E of Schedule II of the Listing Regulations:

Modified Opinion(s) in Audit Report: The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company.

Reporting of Internal Auditor: The Internal Auditor of the Company directly reports to the Audit Committee.

ANNEXURE TO BOARD'S REPORT (CONTD.)

15. DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS:

The Company is in compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

16. DECLARATION REGARDING COMPLIANCE BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT:

The Company has adopted a Code of Conduct for its Employees and Directors which is available on the Company's web site.

As per the requirements of the Listing Regulations, this is to confirm that all the Members of the Board and Senior Management Personnel have affirmed with the Code of Conduct of the Company for the financial year 2022 - 23 and accordingly have received a declaration of compliance with the Code of Conduct from them.

For the purpose of this declaration, Senior Management team means the Chief Financial Officer, the Company Secretary and all Functional Heads of the Company as on 31 March, 2023.

17. COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

The Company has obtained compliance certificate from the Practising Company Secretaries regarding compliance of conditions of corporate governance. The same forms part of this report as **Annexure II**.

18. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

There are no shares lying in the demat suspense account or unclaimed suspense account with the Company and hence, the disclosure of reporting in terms of Regulation 34(3) read with Part F of Schedule V of the Listing Regulations is not applicable.

19. CEO/CFO CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board. The same forms part of this report as Annexure: III

20. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

There are no agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the listed entity.

For and on behalf of the Board of Directors,

Arun Axaykumar Kothari
Managing Director
Din- 00926613

Place: Dhaneti
Date: 01 September, 2023

ANNEXURE - I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) of Clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

To,

The Members,

Venus Pipes & Tubes Limited

(Formerly Known as Venus Pipes & Tubes Private Limited)

CIN- L74140GJ2015PLC082306

Survey No. 233/2 and 234/1

Dhaneti BHUJ

Kachchh GJ 370020 IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **VENUS PIPES & TUBES LIMITED (CIN: L74140GJ2015PLC082306)** having its Registered Office at Survey No. 233/2 and 234/1 Dhaneti BHUJ Kachchh GJ 370020 IN (hereinafter referred to as "The Company") produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V Part-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Director Identification Number (DIN) Status at the portal www.mca.gov.in) and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that none of the Directors as stated below on the Board of the Company as on 31 March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Din/Pan	Name of Director	Designation	Date of appointment in the Company*
1	00926613	Arun Axaykumar Kothari	Managing Director & CFO	14 September, 2021
2	02617107	Megharam Sagramji Choudhary	Whole Time Director	17 February, 2015
3	07098080	Dhruv Mahendrakumar Patel	Whole Time Director	16 June, 2015
4	02617118	Jayantiram Motiram Choudhary	Chairman and Non-Executive Director	17 February, 2015
5	03516372	Shyam Agrawal	Independent Director	19 October, 2021
6	00026078	Kailash Nath Bhandari	Independent Director	19 October, 2021
7	05192392	Pranay Ashok Surana	Independent Director	19 October, 2021
8	07805112	Komal Lokesh Khadaria	Independent Director	19 October, 2021

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our test check basis verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, **Agrawal Mundra & Associates**
Company Secretaries
(ICSI Unique Code P2019MP077600)

Aditya Agrawal
Partner

CP No.: 22030

Membership. No.: A57913

UDIN: A059437E000914401

Place: Indore

Date: 01 September, 2023

PR : 1483/2021

ANNEXURE - II

CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

The Members

Venus Pipes & Tubes Limited

(Formerly Known as Venus Pipes & Tubes Private Limited)

We have examined all relevant records of **Venus Pipes & Tubes Limited ("the Company")** for the purpose of certifying all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, We hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Agrawal Mundra & Associates**
Company Secretaries
(ICSI Unique Code: P2019MP077600)

Aditya Agrawal
Partner
CP No.: 22030
Membership No.: A57913
UDIN: A059437E000914478

Place: Indore
Date: 01 September, 2023
PR: 1483/2021

ANNEXURE – III

CEO AND CFO CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17 (8) OF THE LISTING REGULATIONS

To,
The Board of Directors

Venus Pipes & Tubes Limited
(Formerly Known as Venus Pipes & Tubes Private Limited)
CIN- L74140GJ2015PLC082306
Survey No. 233/2 and 234/1
Dhaneti BHUJ, Kachchh GJ 370020 IN

I Arun Axaykumar Kothari, Managing Director and Chief Financial Officer of Venus Pipes & Tubes Limited to the best of my knowledge and belief, hereby certify that:

- (a) I have reviewed the financial statements and the cash flow statement for the quarter and financial year ended 31 March, 2023 and confirm that:
 - (i) These financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These financial statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations;
- (b) There is, to the best of my knowledge and belief, no transaction entered into by the Company during the quarter and financial year ended 31 March, 2023, which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit committee that for the quarter and financial year ended 31 March, 2023, there were:
 - (i) No significant changes in Internal Control over financial reporting;
 - (ii) No significant changes in accounting policies and that the same have been disclosed in the notes to the financial statement; and
 - (iii) No instances of significant fraud of which we have become aware and there has been no involvement therein of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

I further declare that all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct in respect of the financial year ended 31 March, 2023.

Arun Axaykumar Kothari
Chief Financial Officer

Date: 01 September, 2023
Place: Dhaneti

ANNEXURE – A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31 March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Venus Pipes & Tubes Limited

Survey No. 233/2 and 234/1,
Dhaneti Bhuj, Kachchh,
Gujrat-370020 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Venus Pipes & Tubes Limited (Formerly Known As Venus Pipes & Tubes Private Limited)** (hereinafter called the '**company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2023 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on, 31 March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

ANNEXURE – A (CONTD.)

(vi) Other Laws applicable to Company

1. Labour Laws and other incidental laws related to labour and employees.
2. Employees' State Insurance Act, 1948;
3. The Payment of Bonus Act, 1965;
4. The Payment of Gratuity Act, 1972

(vii) We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Regulations entered into by the Company with the BSE Limited and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has

- i. **The Initial Public Offering (the Issue) opened for subscription on 11 May, 2022 and closed on 13 May, 2022. 5074100 Equity Shares at an Issue price of ₹ 326 per Equity shares were issued and allotted to the respective applicants in various categories vide IPO Committee resolution dated 19 May, 2022.**
- ii. **The equity shares of the Company (Scrip Code: 543528) are listed and admitted to dealings on the Exchange in the list of "T" Group Securities with effect from 24 May, 2022.**
- iii. **The Board of Directors vide Resolution dated 09 November, 2022 had declared an interim dividend of ₹ 0.50/- per equity share (representing 5 %) of ₹ 10/- each fully paid up for the financial year 2022-23.**

Thanking You
Yours Faithfully
For **Agrawal Mundra & Associates**
(ICSI Unique Code: P2019MP077600)
Company Secretaries

Rajat Mundra

Partner

CP No.: 22370

M. No.: A59437

UDIN: A059437E000914412

Place: Indore

Date: 01 September, 2023

PR:1483/2021

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

ANNEXURE A

To,

The Members,

Venus Pipes & Tubes Limited

Survey No. 233/2 and 234/1,

Dhaneti Bhuj, Kachchh,

Gujrat-370020 IN

My Secretarial Audit Report for the financial year ended 31 March, 2023 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I have followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Agrawal Mundra & Associates
(ICSI Unique Code: P2019MP077600)
Company Secretaries

Rajat Mundra

Partner

CP No.: 22370

M. No.: A59437

UDIN: A059437E000914412

Place: Indore

Date: 01 September, 2023

PR:1483/2021

ANNEXURE – B

PARTICULARS OF EMPLOYEES

Disclosure as per Section 197(12) of Companies Act 2013 & Rule 5(1) & Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2022-23:

Name	Designation	% Increase in remuneration in the Financial Year ended 31 March, 2023	Ratio of remuneration of each Director to median remuneration of the employees of the Company (₹ in mn)
Executive Directors & Key Managerial Personnel			
Mr. Arun Axaykumar Kothari	Managing Director & Chief Financial Officer	Nil	14.71
Mr. Megharam Sagramji Choudhary	Whole Time Director	Nil	11.77
Mr. Dhruv Mahendrakumar Patel	Whole Time Director	Nil	11.77
Mr. Pavan Kumar Jain	Company Secretary	Nil	2.68
Non-Executive Directors			
Mr. Jayantiram Motiram Choudhary	Chairman and Non-Executive Director	Being Non-Executive, nothing was paid and thus ratio is not provided here	
Mr. Kailash Nath Bhandari	Independent Director		
Mr. Pranay Ashok Surana	Independent Director		
Mr. Shyam Agrawal	Independent Director		
Mrs. Komal Lokesh Khadaria	Independent Director		

1. The Ratio of the Remuneration of Each Director to the Median Remuneration of the Employees of the Company for the Financial year ending 31 March, 2023 and
2. The Percentage increase in Remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ending on 31 March, 2023
3. The percentage increase in the Median Remuneration of employees in the Financial Year ending on 31 March, 2023: 43%
4. Total Number of employees on the roll of the Company as on 31 March, 2023: 328
5. Average Percentage Increase already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year i.e. 2022-23 was 18%
6. It is hereby affirmed that the remuneration paid to the Directors and Key Managerial Personnel are as per the Nomination and Remuneration Policy of the Company.

For & on behalf of the Board of Directors

Date: 01 September, 2023

Place: Dhaneti

Arun Axaykumar Kothari

DIN : 00926613
Managing Director

ANNEXURE – C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

(As per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. A BRIEF OUTLINE OF THE CSR POLICY

CSR Policy of the Company focuses on enhancing environmental and natural capital; supporting rural development; promoting education; providing preventive healthcare, providing sanitation and drinking water; creating livelihoods for people, especially those from disadvantaged sections of society, in rural and urban India; preserving and promoting sports.

2. COMPOSITION OF THE CSR COMMITTEE:

S. No	Members of the Committee	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shyam Agrawal	Chairman, Non-executive Independent Director	1	1
2	Megharam Sagramji Choudhary	Member, Whole time Director	1	1
3	Dhruv Mahendrakumar Patel	Member, Whole time Director	1	1

3. Provide the web link where the Composition of the CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: www.venuspipes.com

4. Provide the executive summary along with the web-link(s) of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:
Not Applicable

5.

S. No	Particulars	Details
5(a)	Average net profit of the Company as per sub-section (5) of section 135	₹ 26.62 cr.
5(b)	Two percent of the average net profit of the Company as per sub-section (5) of section 135.	₹ 0.53 cr.
5(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	-
5(d)	Amount required to be set-off for the financial year, if any	-
5(e)	Total CSR obligation for the financial year [(b)+(c)-(d)]	₹ 0.53 cr.

6.

S. No	Particulars	Details
6(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	₹ 0.55 cr.
6(b)	Amount spent in Administrative Overheads.	-
6(c)	Amount spent on Impact Assessment, if applicable.	-
6(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	₹0.55 cr.
6(e)	CSR amount spent or unspent for the Financial Year:	
Total amount spent for the financial year 2022-23	Amount unspent (₹)	
	Total amount transferred to unspent CSR account as per Section 135(6) of the Act	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135 (5) of the Act
	Amount	Date of transfer
₹ 0.55 cr.	Nil	NA
	Name of the Fund	Amount
	Date of transfer	Date of transfer
	NA	Nil
	NA	NA

ANNEXURE – C (CONTD.)

S. No	Particulars	Details
6(f)	Excess amount for set-off, if any	
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	₹ 0.53 cr.
(ii)	Total amount spent for the Financial Year	₹ 0.55 cr.
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 0.02 cr.
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years	₹ --0.02--cr.

7. **Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: NIL**

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year. (Yes/No) :No**

If Yes, enter the number of Capital assets created/ acquired: ----

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S.NO	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
----	----	----	----	----	----	----	----

(Note: All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable**

Sd/-

(Chief Executive Officer or Managing Director or Director).

Sd/-

(Chairman CSR Committee).

Sd/-

[Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable).

Place: Dhaneti

Date: 01 September, 2023

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L74140GJ2015P4LC082306
2.	Name of the Entity	VENUS PIPES & TUBES LIMITED
3.	Year of Incorporation	2015
4.	Registered office address	Survey No. 233/2 & 234/1, Bhuj - Bhachau Highway, Dhaneti, Kutch 370020. Gujarat, INDIA
5.	Corporate address	Plot no. 275, Tripada Complex, Sec.1A, Near Mamlatdar Office, Gandhidham - 370201
6.	E-mail	info@venuspipes.com
7.	Telephone	7048897799,7048898899
8.	Website	www.venuspipes.com
9.	Financial year for which reporting is being done	2022 – 23
10.	Name of the Stock Exchange(s) where shares are listed	<ul style="list-style-type: none"> Bombay Stock Exchange National Stock Exchange
11.	Paid-up Capital	₹ 202.96 mn
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Kuldeep Maurya Contact: 96382 20956 Email: ehs@venuspipes.com
13.	Reporting boundary Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone

II. Products/services

1. Details of business activities (accounting for 90% of the turnover):

SL. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the Entity (2022-23)
1.	Manufacturing of stainless-steel pipes and tubes.	The Company is engaged in the manufacturing of stainless-steel pipe and tubes	100%

2. Products/Services sold by the entity (accounting for 90% of the entity's Turnover) (need to collect)

SL. No.	Product/Service	NIC Code	% Of Total Turnover Contributed
1.	SS Welded Pipes	24106	45.7
2.	SS Seamless Pipes	24106	44.5

III. Operations

3. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of operational locations	Number of offices	Total number of plants and /or operations/offices
National	1	3	4
International	0	0	0

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

4. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	23
International (No. of Countries)	22 since incorporation

b. What is the contribution of exports as a percentage of the total turnover of the entity? (Please check the response)

The Company exports its product across the globe, and it contributes around 5.4% of the total revenue of the Company.

c. A brief on types of customers

Venus pipes and tubes is one of the leading Stainless Steel Pipes and Tubes Manufacturer in India. The Company has a diverse customer portfolio in the sectors of engineering , chemical ,fertilisers, refineries,power plant, ,food processing,automobiles,oil & gas pharma industries & others.

IV. Employees

5. Details as at the end of Financial Year:

a. Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	245	237	96.7%	8	3.3%
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	245	237	96.7%	8	3.3%
Workers						
4.	Permanent (F)	83	83	100%	0	0
5.	Other than Permanent (G)	195	195	100%	0	0
6.	Total employees (F + G)	278	278	100%	0	0

b. Differently abled Employees:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	10	10	100 %	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	10	10	100%	0	0

6. Participation/Inclusion/Representation of women

Category	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	13%
Key Management Personnel (KMP)	17	3	18%

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

7. Turnover rate for permanent employees and workers

Category	2022-23			2021-22			2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	4.75%	0%	4.59%	4.96%	0%	4.76%	4.95%	0%	4.9%
Permanent Workers	6.21%	0%	6.21%	4.23%	0%	4.23%	6.25%	0%	6.25%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

8. The Company has no holding, subsidiary and associate companies within its business.

VI. CSR Details

9. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) –

Sr No.	Particulars	Details
1	Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
2	Turnover (2022-23) in mn ₹	₹ 5,523.96 mn
3	Net worth (2022-23) in mn ₹	₹ 3,222.04 mn

VII. Transparency and Disclosures Compliances

10. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

The Company has identified its external and internal stakeholders through stakeholder mapping and periodic stakeholder engagement exercises. The Company has implemented a grievance redressal mechanism and customer feedback form to address grievances from external and internal stakeholders.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No)	2022-23			2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investor	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Shareholders	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Employees	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Customers	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Value Chain Partners	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Communities	Yes	Nil	Nil	Nil	Nil	Nil	Nil

11. Overview of the entity's material responsible business conduct issues

The Company has identified following material issues, which could impact their business operation:

Sr. No.	Material issues identified	Indicate Risk/ Opportunity	In case of risk, approach to adapt or mitigate	Financial implication of the risk or opportunity (Indicate positive/negative implications)
General				
1	Economic Performance	Opportunity & Risk	Focus on succession planning, undertaking well defined programmes for upgradation of technologies, competences, capacity building, training, and learning from time to time to enable the growth.	Financial growth would serve the interest of all the stake holders of the Company.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Sr. No.	Material issues identified	Indicate Risk/ Opportunity	In case of risk, approach to adapt or mitigate	Financial implication of the risk or opportunity (Indicate positive/negative implications)
2	Ethics, Integrity & Governance	Opportunity& Risk	The Company has zero tolerance for statutory non-compliances. Ethical standards are demonstrated without any delay to ensure rigor and communication.	These mitigation practices help us with de-risking operations, healthy work environment which brings better productivity. Adherence to regulatory compliance, attract customers and grow business.
Environment				
3	GHG emission	Risk	<ul style="list-style-type: none"> Developed standard operating procedure to quantity GHG emission for its business operation. 	Negative
4	Energy Management	Opportunity	<ul style="list-style-type: none"> Implementation of standard operating procedure to track consumption of energy and will undertake periodic energy audit to explore opportunity for energy conservation within its the business operation. 	Positive
5	Waste Management	Risk	<ul style="list-style-type: none"> Implemented waste management program undertake training within the employees and workers regarding the same. Disposal of waste as per applicable regulatory requirement. 	Negative.
6	Water management	Opportunity	<ul style="list-style-type: none"> The Company is in process of achieving zero liquid discharge within its business operation. The Company will undertake several initiatives on water management such as: <ol style="list-style-type: none"> Upgradation of effluent treatment plant Development of acid regeneration plant 	Positive
7	Biodiversity and land use	Opportunity	<ul style="list-style-type: none"> The Company is in process to develop green belt surrounding the plant premises. 	Positive
8	Air quality/ emission	Risk	<ul style="list-style-type: none"> The Company will adhere to air emission standards as per industry specific guidelines. 	Negative
9	Opportunity in clean technology	Opportunity	<ul style="list-style-type: none"> The Company is in process to use renewable energy for its business operation, through solar power technology. 	Positive
Social				
10	Employee health and safety	Risk	<p>Developed standard operating procedure for health and safety management within the business operation, such as :</p> <ul style="list-style-type: none"> Emergency Preparedness and Response procedure related to EMS and OHSMS Procedure for accident, incident reporting investigation. Procedure For Hazard Identification, Risk Assessment and Risk Control Procedure of operational control Procedure for environmental aspect. 	Negative

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Sr. No.	Material issues identified	Indicate Risk/ Opportunity	In case of risk, approach to adapt or mitigate	Financial implication of the risk or opportunity (Indicate positive/negative implications)
			<ul style="list-style-type: none"> Procedure For Identifying and Assessing Legal and Other Requirements <p>The Company has also imparted training on various health and safety aspects to employees and workers.</p>	
11	Employee wellbeing	Opportunity	The Company has adopted various employee wellbeing initiatives within its business as per industry best practices.	Positive
12	Product quality & safety	Opportunity	<p>The Company is committed to deliver best quality of products as per international standard and customer expectation.</p> <p>The Company has adapted Quality Management System standard and KIZEN process for product development.</p>	Positive
13	Community relationship	Opportunity	The Company fosters its community relationships through its Corporate Social Responsibilities (CSR) programmes.	Positive
14	Stakeholder engagement	Opportunity	<p>Identified key stakeholders for its business and developed stakeholder management plan which the following aspects:</p> <p>Mode of engagement with its stakeholder</p> <p>Frequency of engagement with its stakeholder</p> <p>Disclosure documents needs to be maintained with each type of stake holders.</p>	Positive
Governance				
15	Corporate Governance and policy	Risk	Top management of the Company regularly conduct reviews of all governance-related policies such as whistle blower policy, Posh Policy, anti-bribery, and anti-corruption policy in the business.	Negative
16	Leadership within management	Opportunity	The Company has developed and implemented ESG leadership program within the management as per requirement of Integrated Management System (IMS).	Positive
17	Data security and privacy	Risk	The Company develops data security and privacy mechanisms, along with control measures, to safeguard its confidential data.	Negative
18	Diversity, inclusion, and equity	Opportunity	The Company is committed to implement diversity, inclusion, and equity within its business. In this regard, the Company has included especially abled persons within its workforce.	Positive

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping business demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The Company has put in place structures, policies and processes conforming to below mentioned National Guidelines on Responsible Business Conduct (NGRBC) Principles:

S. No.	Principle Description	Reference of Venus Policies /Procedure/Standard
1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.	<ul style="list-style-type: none"> Whistle Blower Policy Board diversity Policy Insider trading Policy Risk Management Policy Dividend Distribution Policy Anti-corruption or Anti-bribery policy(draft) Policy for consideration and approval of related party transaction.
2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	<ul style="list-style-type: none"> Product Quality Policy Quality Assurance System for material manufacturer accordingly to Pressure Equipment Directive (PED) Certification on AD 2000- Merkblaetter W0
3	Businesses should promote the well-being of all employees.	<ul style="list-style-type: none"> Prevention of Sexual harassment Policy Nomination and Remuneration Policy Board diversity Policy
4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.	<ul style="list-style-type: none"> IMS Standard (Integrated Management System)
5	Businesses should respect and promote human rights.	<ul style="list-style-type: none"> Prevention of Sexual harassment Policy Whistle Blower Policy Workman compensation policy Process flow for customer complaint Provision on its recruitment process to include employees/ workers within its business operation as per RPwD act, 2016
6	Businesses should respect, protect, and make efforts to restore the environment.	<ul style="list-style-type: none"> Integrated Management System (IMS 9001:2015, 14001:2015, 45001:2018) IMS Policy (Integrated Management System Policy) IMS objective (Integrated Management System objective)
7	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner	<ul style="list-style-type: none"> CSR initiative, CSR Policy Company's Mission, vision, and core value (Corporate brochure)
8	Businesses should support inclusive growth and equitable development	<ul style="list-style-type: none"> Corporate Social Responsibility Policy
9	Businesses should engage with and provide value to their customers and consumers in a responsible manner	<ul style="list-style-type: none"> IMS Policy (Integrated Management System Policy) Quality policy

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	All the policies of the Company are either approved by the board or top management of the Company based on the nature of the policy and authority.								
c. Web Link of the Policies, if available	Pertinent policies that are developed and implemented by the Company as per the NGRBC requirement are uploaded on the website of the Company. The link - (https://www.venuspipes.com/investors/policies)								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4. Name of the national and international codes/certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) mapped to each principle.	<p>Venus adopts and complies with principles of the National Guidelines for Responsible Business Conduct (NGRBC's) and another international standard as applicable and relevant. Some of their certificates and achievements are mentioned herein:</p> <ul style="list-style-type: none"> • ISO 14001:2015 (Environmental Management System) • ISO 45001:2018 (Occupational Health and Safety Management System). • ISO 9001:2015 (Quality Management) • Quality Assurance system for material manufacturer according to Pressure Equipment Directive. • BIS Product Certification (License No: 7900113011) as per IS 17875:2022(Indian Standard for stainless Steel seamless pipes and tubes for general service) • IBR (Indian Boiler Regulation) Regulation (1950) approval and authorisation for manufacturing of Carbon Steel, Alloy Steel, Stainless Steel, Welded & Seamless Pipes up to 400 mm NB/ Tube up to 101.60 mm OD & U-Tubes. <p>The Company has engaged external certification body for obtaining the above-mentioned certifications.</p>								

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<p>The Company has established IMS (Integrated Management System-ISO 9001:2015, ISO 14001:2015, ISO 45001:2018). Based on this management system, the Company has set its sustainable goals, such as:</p> <p>Environmental goals:</p> <ul style="list-style-type: none"> • Conservation & reduction in consumption of electricity per tones of production. • Promoting water conservation and reducing water consumption both for domestic use and industrial purposes. • 100% Compliance of applicable legal/statutory requirements on monthly basis. • To increase the Green Belt of 5000 qty on quarterly basis. <p>Social goal:</p> <ul style="list-style-type: none"> • The Company is striving for “Zero Harm Achieve” within the Company (100%) • To Work with proper Safety Precautions and ensure Safety PPE’s <p>The Company has integrated the above-mentioned commitments as core values for its business operation.</p>								
6. Performance of the entity against specific commitments, goals, and targets along with reasons in case the same are not met.	<ul style="list-style-type: none"> • Collective efforts are being made by the Company and its stakeholders as applicable to adopt all the IMS commitments with desired efficacy. Specific ESG targets are under development and will be disclosed going forward on receipt of requisite approvals. 								
Governance, leadership, and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure):	<p>Director’s statement: We at Venus, ensure the finest products for our customers with nine production lines including pilgers, tube-mills with plasma welders, draw benches, annealing furnaces, and many more ancillary machineries. Superior quality and production are achieved by implementing benchmark technologies in manufacturing processes and setting up fully equipped in-house quality control lab conferring to international standards. Venus has a long tradition of sustainable practices. Embracing the ESG approach to doing business, we are working towards embedding principles of sustainability in our governance practices as well as in all aspects of our operations. In this context, restructuring the Board’s CSR Committee to the Audit Committee have enabled appropriate governance as we implement various sustainability commitments.</p> <p>We are making concerted efforts towards building a brighter future that transcends beyond the mainstream approach of profitability to sustainability, inclusivity, and prosperity. We believe in leading by example and delivering solutions in the form of leading, sustainable, and trustworthy products in our field, thus building a stronger brand. The Corporation’s focus on ESG parameters is best reflected through core values that are imbibed in all spheres of activity of the Corporation. Venus undertakes its developmental and welfare activities directly or through the Shri Raginiben Bipinchandra Sevakarya Trust (an NGO established under the Public Trust Act, 16 May, 2013 Organisation in Ahmedabad). During 2020-21 and 2021-22, the Company partnered with non-government organisations that focused on supporting vulnerable communities regarding medical relief and development of building construction of medical college. We believe in leading by example and delivering solutions in the form of leading, sustainable, and trustworthy products in our field, thus building a stronger brand.</p>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies	<p>Name: Mr. Dhruv Mahendrakumar Patel Designation: Director DIN:07098080</p>								

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<p>9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</p>	<p>Yes, the Board of Venus has constituted various Board committee, which are responsible for and have a remit over key sustainability related policies of Venus, as below:</p> <p>CSR committee: CSR committee of the board governs and reviews the Corporate Social Responsibility and Suitability activities of the Company. The CSR Committee has assigned for the task of implementation of the CSR Plan within specified budgets and timeframes. The CSR&S Committee also receives regular update on the performance of the Company against such Annual Business plan.</p> <p>Complaint committee: The Company has constituted a Complaints Committee for redressal of sexual harassment complaint (made by the victim) and for ensuring time bound treatment of such complaints. The assign Committee is responsible for investigating every formal written complaint of sexual harassment and taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment.</p> <p>Audit committee: The Board has constituted the Audit committee to evaluate the internal financial controls and risk management systems of the Company and assist the Board in fulfilling its oversight responsibilities regarding management of element wise key risks, including strategic financial risk, operational risk, sectoral, cashflow risk, inventory management, customer credit related risks. The committee ensures that appropriate methodology, risk management technique is followed, and actions deployed by the management in respect of identifications impact assessment and mitigation controls to achieve company's business objectives.</p> <p>Safety committee: This committee of Board oversees the policies procedure related to environment, health, safety related performance and initiatives of the Company and their implementation across the entity. To keep transparent safety culture, all employees, workers are encouraged to participate and discuss safety related issue in safety committee.</p>								

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/ Quarterly/ Any other– please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Yes, the performance of the Company is periodically reviewed by the internal committees and Board of Directors. Company performance and any deviations in operation are also communicated to the Board and top management on priority for resolution.									Ongoing (Periodically and/or Need basis)								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company has dedicated team for tracking its regulatory requirement and compliance status against statutory requirement. It has a robust procedure for identification of any potential non-compliance and rectification of the same. The top management and Board of Directors are communicated on compliance status on regular basis.									Ongoing (Periodically and/or Need basis)								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The organisation is certified under ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 standard by external independent agency. The policies as developed and implemented by the Company are periodically assessed by the independent external agency (from Bureau Veritas) during above-mentioned certified audits.									

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities who aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

I. PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% Age of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	The members of the Boards and KMPs went through mandatory training and specialised training programmes as per their roles and responsibilities in the Company. These training are ongoing and conducted throughout the year.		
Key Managerial Personnel (KMP)			
Employees other than BoD and KMPs	Multiple trainings conducted throughout the year	<p>The Company conducted skill development programmes, and trainings on HR aspects and health & safety for its workforce. Following skill development and training programmes were organised in 2022-23.</p> <ul style="list-style-type: none"> • Training on Communication skill, and Time management, • Aspect impact analysis, Waste Management • First aid training • Fire safety training • Trainings on manufacturing • Handling of hazardous chemicals 	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

As of now, no penalties/stricture were incumbent on the Company by any regulatory authority or judicial institution on any matter related to capital markets during 2020-21 to 2022-23.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory/ enforcement agencies/ judicial institution
NIL	Not applicable

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has developed anti-corruption and anti-bribery policy.

The objective of this policy is to serve as a roadmap through out the spectrum from director to associated persons and workers who may/ will act on behalf of Venus and set out conduct that must be adhered with. The Company will communicate, create awareness, and disseminate the anti-corruption policy or anti bribery policy to all its employees and workers.

The policy will be supported by the Company's Code on Ethics as well as Whistle Blower Policy.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

Case details	2022-23	2021-22
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties /action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

The Company conducted capacity building workshops and training program for its value chain partners to educate, and create awareness on key areas like human rights,labour practices,health& safety,regulatory compliance and sustainability aspect.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If yes, provide details of the same.

Yes, the Company has a Code of Conduct for Board of Directors including Independent Directors and Senior Management Personnel to avoid and/or manage conflict of interest. Pursuant thereto, the Company receive Annual Declarations from concerned persons as regards their interest which may lead to conflict of interest with that of the Company.

II. PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

The Company is in the process to establish an Acid purification and filtration unit within 2023-24. The Company has invested approx. ₹ 2.96 cr. for the proposed project.

- 2. Does the entity have procedures in place for sustainable sourcing? (Yes/No) b. If yes, what percentage of inputs were sourced sustainably?**

The Company continuously strive for sustainable sourcing. In this regards, the Company has developed a standard operating procedure, for procurement of raw materials. Following criterion were assessed during procurement of raw materials :

- Verification of test certificate .
- Environment Health and Safety(EHS)(Evaluation criteria such as availability of EHS policy and measurement, emergency preparedness process,control measure on noise ,process of hazardous waste disposal).
- Human right (training records,availability of PF and ESIC for employees)
- Financial aspect(Financial Balance sheet,Profit & loss statement)

All new supply chain partners are mandatorily evaluated on environment, health & safety and sustainability parameters before onboarding. In addition to this, the Company ensures that majority of its suppliers have got one of the international or domestic accreditation/ certification, e.g. ISO, PED approval,IBR certification etc.

Almost 100.00% of the inputs are sourced sustainably from the suppliers. The Company engaged with the suppliers to align them with the Company's vision and aspirations on sustainable policy and goals.

- 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste**

In 2022-23, the Company has generated 79.74 MT of hazardous wastes from its manufacturing facility. It was disposed of through land filling by an authorised vendor. In 2022-23, company have not generated any plastic waste from their manufacturing unit.

- 4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

The Company has not generated any plastic waste so far.Nevertheless, the Company is fully aware of its responsibilities under Extended Producer Responsibility concerning plastic waste.

Leadership Indicators

- 1. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not applicable.

- 2. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

In 2022-23, the Company has reused 2,083 KL of treated wastewater in gardening and sprinkling of water for dust supression, within its premises . In addition, the Company is in process to achieve zero liquid discharge for its manufacturing facility .

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Indicate input material	Recycled or re-used input material to total material	
	2022-23	2021-22
Waste water	2,083 KL	2,454 KL

3. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed of.

Not applicable.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

III. PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total(A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/ A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/ A)	Number (F)	% (F/ A)
Permanent Employees											
Male	237	237	100%	237	100%	0	0	Not applicable			
Female	8	8	100%	8	100%	8	100%				
Total	245	245	100%	245	100%	8	3.27%				

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total(A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/ A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/ A)	Number (F)	% (F/ A)
Permanent Workers*											
Male	83	83	100%	83	100%	Not applicable					
Female	0	0	0	0	0%						
Total	83	83	100%	83	100%						

Venus has put in place group Mediclaim Policy for its employee. The Company has an agreement with an external agency to provide employee annual healthcheck-up. The Company has developed Workman compensation policy for any unfortunate event of death of an employees. This policy is aligned with the requirement of Workermen’s Compensation act,2023 .

2. Details of retirement benefits.

The Company provides retirement benefits to its workers and employees as following:

- Workers and employees are enrolled under employees’ provident fund scheme as per The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952.
- Company provides gratuity benefits to its employees and workers as per the provision of the Payment of the Gratuity Act, 1972.

Benefits	2022-23			2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Y	100	100	Y
Gratuity	100	NA	NA	100	NA	NA
ESI	NA	NA	NA	NA	NA	NA

3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Yes, Company's permanent office building and manufacturing facility (Gujrat) are accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company recognises the value of diverse workforce. It is committed to provide equal opportunities in employment and creating an inclusive workplace and work culture in which all employees and workers are treated with respect & dignity. It strives to ensure that the Company's workforce is representative of all sections of the society and proactively works towards ensuring fair representation of differently abled within its workforce.

The Company is committed to eliminating all forms of unlawful discrimination, bullying and harassment of people with disabilities. Company has a provision on its recruitment process to include employees and workers within its business operation and also has a carrier development program as well.

5. Return to work and Retention rates of permanent employees and workers that took parental leave:

Gender	Permanent employees		Permanent works	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	Nil	Nil	Nil	Nil
Female	100%	100%	Nil	Nil
Total	100%	100%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Permanent workers	Yes, The Company has a whistle blower policy to give its employees and workers a way to voice their concerns within the workplace.
Other than permanent workers	
Permanent employee	The Policy ensures that such grievances are handled quickly, in a fair and impartial manner by a audit committee and in compliance with the Organisation's other policies. This comprises employee concerns about a supervisor's, another employee's, or Management's behavior, inaction, or proposed action in relation to them. According to the policy's grievance redress system, the first step in resolving any problem is to communicate openly. An employee should seek informal resolution of any concern with his or her immediate supervisor first. If such informal dialogue fails to resolve the issue, and the employee believes his or her complaint has progressed to the level of a grievance, the employee may file a formal grievance as stated in this policy in order to seek a fair resolution.
Other than permanent employee	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

There is no association or union recognised by the Company.

8. Details of training given to employees and workers:

Category	2022-23					2021-22				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent Employees										
Male	237	237	100%	230	97%	124	124	100%	112	90.3%
Female	8	8	100%	6	75%	5	5	100%	5	100%
Total	245	245	100%	236	96%	129	129	100%	117	90.6%

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Category	2022-23					2021-22				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent Workers										
Male	83	83	100%	80	96%	72	72	100%	51	71%
Female	0	0	0	0	0	0	0	0	0	0
Total	83	83	100%	80	96%	72	72	100%	51	71%

The Company places importance on continual development of human resources at all levels and takes responsibility for the professional development and career growth of all its permanent employees and workers.

9. Details of performance and career development reviews of employees and worker*:

Category	2022-23 Current Financial Year			2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	237	237	100%	124	124	100%
Female	8	8	100%	5	5	100%
Total	245	245	100%	129	129	100%
Permanent Workers						
Male	83	83	100%	72	72	100%
Female	0	0	0%	0	0	0%
Total	83	83	100%	72	72	100%

The Company places great importance on continual development of human resources at all levels and takes responsibility for the professional development and career growth of all its permanent employees and workers.

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?

Yes, the Company has established Occupational health and safety management systems (ISO 45001:2018) to improve workplace safety, managerial oversight and development of productivity. To comply with this International Standard, company has developed standard operation procedure, work instruction, strong due diligence monitoring system to protect safety, health for workers, staffs and fulfilment of all legal and other requirements.

Further, to ensure best business practices and customer satisfaction, company is aligned with IMS (Integrated Management System) policy and has adopted all applicable international codes and standards (environment, health and governance) to maintain best industrial practices. Integrated Management Systems (IMS) of the following Venus facility are certified under ISO 14001:2015 (environmental management system), ISO 45001:2018 (Occupational health and safety management system) and ISO 9001:2015 (quality management system).

Company Name	Scope of certification	Availability of IMS (ISO 9001:2015, 14001:2015, ISO 45001:2018)	Validity	Certified body
VENUS PIPES & TUBES LIMITED	Manufacturing and supply of stainless steel seamless pipes and Welded tubes, pipes, "U" tubes	Yes	15 July, 2025	Bureau Veritas

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

The Company also contributes itself to create awareness on health and safety towards their suppliers and support them to build up high level structure as per company's expectation. Further, the Company ensure that their business practices and services are aligned with IMS policy and objectives.

Standard operating procedure on health and safety

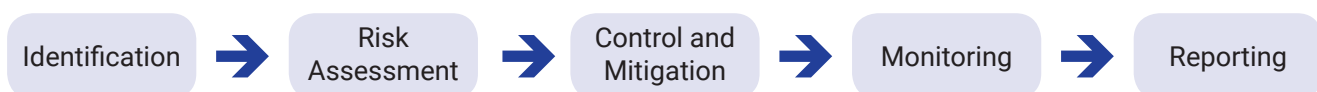
Based on its operation the Company has developed and implemented different standard operating procedures on different aspects, considering safe working practice, environmental aspect, quality of product and service at manufacturing site, corporate office. Some of the procedures are :

- Emergency Preparedness and Response procedure related to EMS and OHSMS
- Procedure for accident, incident reporting investigation
- Procedure For Hazard Identification, RiskAssessment and Risk Control
- Procedure of operational control
- Procedure for environmental aspect.
- Procedure For Identifying and Assessing Legal and Other Requirements

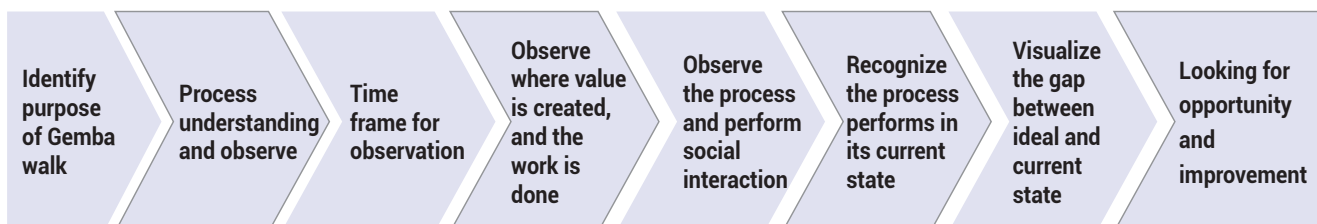
All those standard operating procedures have also been developed and implemented by the Company to achieve zero fatality rate,incident rate and maintain zero harm safety at workplace.

Safety Core Value	Safety Aim
Good helath and safety is essential for business continuity	No accident
Safety is the core responsibility for everyone in the Company	No fatality
Safe working condition is the base of Company's work culture	No injury

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?
- Hazards identification and risk assessment (HIRA) is carried out by the Company for machinery and other activities.The Comapny conducts periodic review on HIRA to ensure additional safe guard to its employees. The Company has in place a systematic risk management process in below process flow:



- The Company has implemented weekly "Gemba walk" (Japanese word, which means "the real place"). It is a workplace walkthrough which aims to observe employees, ask about their tasks, and identify productivity gains) for real mechanism to gather information by interacting with workers. This information is assessed to identify and mitigate the occupational hazards and risks arising from its operation. The following process are mentioned below:



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

- Internal/external assessment and regular inspection on work hygiene are carried out for toxic gas level and levels of other hazards such as noise, vibration, temperature, and illumination etc. to keep the levels within safe limits.
- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.
- Yes, the Company has established processes for workers to report the work-related hazards and to escape them from such risks. Joint inspections(Gemba walk) by top management/departmental head/EHS representative and employees on the shop floor are also carried out at regular intervals, and respective corrective action are undertaken to mitigate those identified risk. To keep transparent safety culture, all employees, workers are encouraged to participate and discuss safety related issue in periodic safety committee and management review meeting.
 - The Company are carried out awareness programme and perform mock drill on different emergency scenario to rescue workers from such hazardous area or risk.
- d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?
- Yes, the Company has in place special group mediclaim policy for employees and workers. Further as per assigned job description, pre and post employment health checkups are carried out through reputed medical entities. The Company's comprehensive approach to employee health and well-being underscores its commitment to creating a safe and healthy workplace .

All personnel are well aware and trained to respond appropriately during onsite medical emergencies.

11. Details of safety related incidents, in the following format: (to be collected from site)

Safety Incident/Number	Category	2022-23	2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employee	0	0
	Worker	0	0
Total recordable work-related injuries	Employee	0	0
	Worker	4	4
No. of fatalities	Employee	0	0
	Worker	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employee	0	0
	Worker	0	0

12. Describe the measures taken by the Company to ensure a safe and healthy workplace.

Company's value-based system drives its safety culture, with risk-based thinking being reinforced in recent years at manufacturing facility and corporate offices. Safety at workplace is ensured with the help of various elements of Safety Management System which consists of safety procedure, HIRA awareness, fire safety, first aid training, personnel safety using provide PPEs etc. To maintain safe and healthy workplace, following measure are taken up by the Company, such as:

- A hierarchy of controls is followed for application of risk control measures.
- The Company treats its human-capital as one of the valuable resources. Therefore, we are taking care of the industrial and workplace hygiene related aspects with utmost importance. Further, the Company conducts risk based medical check-up of its employees and workers.
- Developed PPE matrix and provide PPEs -based on activity specific hazardous area/work.
- Safety Committees are in place to review the adequacy of resources for safety.
- Periodic internal safety assessment, Gemba Walk are performed to review effectiveness of implemented safety management system.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

13. Number of complaints on the following made by employees and workers:

Category	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	0	0	0	NA
Health & Safety	0	0	Need to improve PPE's quality	1	0	0

14. Assessments for the year:

Aspect	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% (including internal inspection/assessment)
Working Conditions	100% (including internal inspection/assessment)

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

All safety incidents, accidents, observations and near-misses are investigated, and risk mitigation is done through company's implemented incident classification, reporting & investigation procedure. This investigation is carried out by "WHY-WHY"/Fishbone method. This process is also supported by HSE team, top management, production head. All Opportunities for Improvement identified during internal and external assessments are captured and addressed in documented process.

Corrective actions and its horizontal deployment are a continuous process in the Company, where all safety incidents are recorded, investigated and actions are communicated and implemented across the organisation.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, the Company has implemented Workman Compensation Policy for any unfortunate event of the death of an employee. Further, company has put group Medclaim policy for employees. Company's comprehensive approach to employee/workers health and well-being underscores its commitment to creating a safe and healthy workplace environment.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

Adherence to the applicable statutory provisions including payment and deduction of statutory dues is incorporated in the contract agreement with the value chain partners. The Company makes sure that all the relevant clauses dealing with statutory compliance are validated and honoured by both sides. The Company has established incorporation of statutory provisions including payment and deduction of statutory dues such as Goods and Services Tax. The suppliers are responsible for adherence to various statutes required for their operations. The suppliers are mandated to pay all statutory dues to their employees (such as Provident Fund, Employee State Insurance etc.) within the stipulated time and such payments are verified by the Company.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Category	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	2022-23	2021-22	2022-23	2021-22
Employee	0	0	0	0
Worker	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No, the Company does not provide any transitional assistance programme.

5. Details on assessment of value chain partners:

Before engaging with value chain partners, the Company proactively makes them aware of company's expectations/ requirements, and seeks commitment for compliance through contractual agreements. Company has developed standard operating procedure for purchase, where supplier evaluation are carried out based on various criteria such as quality of service, ehs(environment, health and safety) & human rights, delivery service etc. To ensure all contractors are well advance in company's implemented Health, Safety & Environmental standards, procedures, legal obligation -training and periodic assessment programme are carried out. If any gaps are identified, the Company supports to develop and implement corrective action towards its impact minimisation. There are 50 suppliers onboard in company's business operation. All are evaluated based on defined timeframe.

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

There is no significant observation or deviation identified during supplier evaluation and verification process, hence correction action is not initiated. However, company has developed procedure for corrective action (IPM/MNG/10, Rev.01). During assessment of supplier, if any significant risks or concerns will arise, recommendation shall be provided based on process for corrective action.

IV. PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company defines its key stakeholders as those who are significantly impacted by the Company’s operations, or those who can significantly impact the Company’s activities. Regular engagement with these stakeholders helps the Company in understanding their expectations, review the same internally and imbibe these in developing strategies, plans & business activities. The key internal and external stakeholder groups that have an immediate impact on the Company’s operations and functioning are following:

Employees/Workers, Shareholders, Customers, Communities, Suppliers /Vendors, and Business Partners.

As stake holder engagement is a continuous process, the Company has also undertaken a formal survey to engage with and obtain stakeholder feedback. As the stakeholders are playing a pivotal role in business continuity of the Company, therefore it gives utmost importance to engage with its stakeholders on periodic basis. Further the Company engages with its key stakeholder through multiple channels such as formal meetings, occasional client visits, formal get togethers, industrial forums etc.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employee	No	<ul style="list-style-type: none"> Group interaction meetings. Competency evaluation Training session, Toolbox talk Written communications 	Ongoing	<ul style="list-style-type: none"> Skill development, Talent acquisition, Carrier development, Productivity improvement Performance evaluation and recognition
Supplier	No	<ul style="list-style-type: none"> Email or SMS or phone call Training and engagement events Meeting, SMS, or phone call Assessment program 	Ongoing	<ul style="list-style-type: none"> Issue on supply chain management, Company expectation, Safety performance, Regulatory compliance, Training & awareness program. Supplier evaluation
Community	Yes (Some of the Company’s CSR Project Beneficiaries, Special Projects)	<ul style="list-style-type: none"> Meetings, Engagement through NGOs 	Ongoing	<ul style="list-style-type: none"> Local skill and livelihood development. CSR success, new engagement, or projected timeline. Community development Grievance redressal / public hearings etc.
Governance / Regulatory body	No	<ul style="list-style-type: none"> Inspection, Audits & Compliance Reports, Public disclosures on Financial and Meetings, seminars etc. 	Need -Based	<ul style="list-style-type: none"> Complying with statutory requirements Establish proper SOP’s, process flow License renewal

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customer	No	<ul style="list-style-type: none"> In-person meetings Emails Collation and analysis of Customer feedback Engagement through website, Social media 	Ongoing	<ul style="list-style-type: none"> To maintain strong relationship with customers To understand their need and expectation. To provide quality and flawless service for dealing with customer/ distributor Taking feedback and rating and working on the same.
Investor	No	<ul style="list-style-type: none"> Public disclosures on financial performance, Annual General Meeting, Press briefing & social media, Investor conferences 	Ongoing/ Need-based	<ul style="list-style-type: none"> Clear and effective communication on business environment and business-related issues. Corporate governance Regulatory compliances Addressing their queries.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how feedback from such consultations is provided to the Board.

The Company maintains a constant and proactive engagement with key stakeholders that enables to communicate company’s strategy and performance. Effective stakeholder engagement process is necessary for achieving its sustainability goals and business development. Meetings and different assessment with stakeholders are carried out to identify key issues. Those issues and feedbacks, are addressed in Management Review Meeting and share with the board. The board is regularly kept aligned against various developments and feedbacks to be on track as per the steps taken. Constant and proactive engagement with both internal and external Stakeholders are conducted by such committees to:

- Align the business plan and strategy with stakeholder’s expectations.
- Review Company’s performance on dealing with grievances/ issues raised by the stakeholders.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the input received from stakeholders on these topics were incorporated into the policies and activities of the entity.

Yes. Stakeholder consultation is key process to identify areas of improvement in corporate environmental & social efforts. Based on those area of concern, company has developed further policy setting, if required objectives and target will be projected with implemented adequate monitoring and measurement.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

There are no vulnerable or marginalised stakeholders are pertinent to Company business. The Company has taken several CSR initiatives through “Corporate Social Responsibility Committee”.

XI. PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	2022-23			2021-22		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	245	245	100%	129	129	100%
Other than permanent	0	0	0%	0	0	0%
Total Employees	245	245	100%	129	129	00%
Workers						
Permanent	83	83	100%	72	72	100%
Other than permanent	0	0	100%	0	72	0%
Total Workers	83	83	100%	72	72	100%

During 2022-23 & 2021-22 all permanent employees and workers have been provided training on all aspects of human rights, policy and procedure, prevention on sexual harassment and whistle blower policy etc. Further, the Company is looking to roll out awareness training sessions on communication skill, discipline and time management to other permanent workers as well.

2. Details of minimum wages paid to employees and workers, in the following format

Category	2022-23					2021-22				
	Total (A)	Equal to Minimum Wage		More than minimum Wage		Total (D)	Equal to Minimum Wage		More than minimum wage	
		No. (B)	%(B/A)	No.(C)	%(C/A)		No.(E)	%(E/D)	No.(F)	%(F/D)
Employees										
Permanent	245	51	21%	194	79%	129	29	22%	100	78%
Male	237	51	21%	186	78%	124	29	23%	95	77%
Female	08	0	0%	08	100%	5	0	0%	5	100%
Other than Permanent	Not applicable									
Workers										
Permant	83	21	25%	62	75%	72	20	28%	52	72%
Male	83	21	25%	62	75%	72	20	28%	52	72%
Female	0	0	0%	0	0	0	0	0	0	0
Other than Permanent	Not applicable									

3. Details of remuneration/salary/wages, in the following format :

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7	4,30,000	1	4,30,000
Key Managerial Personnel (KMP)	15	9,34,200	2	8,18,650
*Employees other than BoD and KMP	321	2,05,139	6	5,26,857

*Note: Both on roll employees and on roll workers were considered cumulatively within the category of Employees other than BoD and KMP.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

The Company does not have a single focal point for addressing human rights issues. However, the HR team is responsible for addressing the same.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has developed code of business conduct and ethics for board members and senior management that is provide contribution in the society & human well being, Also, steps are up-taken to make the Company a trustworthy environment wherein no biasness on the basis of gender, age, culture prevails. Further as per company act and regulation, we have developed policy on prevention of sexual harassment at workplace. Employee can register a complain to the Complaints Committee regarding the same.

The Company has a Whistle Blower policy that allows and encourages its employees and director to raise concerns about unethical or improper practice against unethical business practices, abuse of power vested to the authority, serious improper conduct etc. Moving forward complaint management process flowchart is in place to address grievance related issue/complaint from difftent stakeholder community. However, no complaint has been received in current 2022-23.

6. Number of Complaints on the following made by employees and workers:

Aspect	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	No complaints have been received under these categories.					
Discrimination at workplace						
Child Labour						
Forced Labour/ Involuntary Labour						
Wages	12	00	All Resolved	09	00	All Resolved
Other human rights related issues	00	00		00	00	

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has vigil mechanism i.e.whistle Blower Policy to address wrongful, unethical or improper practice such as Infringement of Company’s rules, Breaches of copyright, patents and license unethical business practices, abuse of power vested to the authority etc. After receiving any issue or complaint, assign Audit committee is responsible to perform investigation and take disciplinary action. The Company is committed to the protection of identity of the complainant and all such matters are maintain complete confidential, with appropriate measures taken to maintain such confidentiality.

Apart from that, the Company is thoughtful for the protection of women at workplace. Hence policy on prevention of sexual harassment has been developed and assign complaints committee are conduct investigations and take corrective action in define timeline.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes ,the Company is adhering to the UNGC (United Nation Global Compact) principles, which include Human Rights clauses. These clauses form part of the contract with supplier and are extended across the supply chain in the form of the Supplier/Vendor Code of Conduct.

9. Assessments of the year

Aspects	100 % assessment were carried out.
Child labor	Venus has implemented IMS (Integrated Management Standard-ISO 9001:2015, ISO 14001:2015, ISO 45001:2018) Standard which includes all those aspects such as child labour, forced labour, sexual harassment and perform internal assessment as well. External authorities such as Labour officer & Factory inspector and certified body (Bureau Veritas for surveillance audit of IMS Standard) have been carried out their assessment and verification on those aspect.
Forced labor	
Sexual harassment	
Discrimination at workplace	

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No obseration is identified , hence corrective ation is not applicable. . However, being a responsible company, we ensure continuous monitoring and capability building of internal and external stakeholder on those aspect.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

Grievance redressal mechanism is implemented at manufacturing site and offices to resolve grievances. However, no complains are received in 2021-22 and 2022-23 for human rights violation. The Company has developed Policy on Prevention of Sexual harassment, Whistle Blower Policy. In additon,company has a provision for differently abled employees on its recruitment process as per the provisions of the Rights of Persons with Disabilities (RPWD) Act, 2016 to enhance more focus on human rights towards its business prospective and ethical commitment. The Company also have developed different committees such as complaint committee, audit commit to address grievance related to human rights or complain related to unethical or improper practice(such as sexual harassment, Infringement of Company's rules,Breach of etiquette or morally offensive behavior).

Training session for employees/workers are conducted to make the them aware about the statutory human rights and company's existing policies and initiatives.

2. Details of the scope and coverage of any Human rights due diligence conducted

No due diligence was conducted for human rights by external agencies. However, Labour officer and Factory inspector are carried out inspection on human rights in every year. Further, during performance of suvelience audit from external agency on IMS (Integrated Management System) standard- EHS, HR department have been audited to verify its effectiveness of human rights and safety management system.The scope of audit covers manufacturing unit and offices including the value chain partners (supply chain partners) those are active in the Company's manufacturing and business aspect.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, facility and office buildings are access friendly to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

4. Details on assessment of value chain partners:

The Company has developed standard operating procedure on purchase to select and evaluate of value chain partners. These selection of subcontracters are carried out based on quality requirments,EHS aspect and human right .Going forward,the Company is performed vendor evaluation for major raw material suppliers through technical and commercial audit .During evaluation, list of criteria have been considered such as :

- Product information & market details
- Product range/ limitation
- Manpower details (Key Management Technical,QA/QC staffs)
- Source of raw materials

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

- Total product capacity in facilities
- Testing report for mechanical , chemical or other.
- Applicable certificate and approvals
- EHS assessment,Human rights
- Financial statement(balance sheet)

Technical audit such as EHS and HR due diligence have been performed based on company's implemented parameter such as availability of EHS policy,disposal process of waste,control measure on noise & emmissions,availability of safety training before assing in corresponding hazardous work,applicability of ESIC and PF.

Human right	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	100%
Discrimination at workplace	100%
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Wages	100%
Others – please specify	100%

VI. PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT**Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity:**

Parameter	Unit	2022-23	2021-22
Total electricity consumption (A)	GJ	8,086.06	5,848.09
Total fuel consumption (B)- LPG	GJ	442.73	303.19
Energy consumption through other sources (C) - Diesel	GJ	1.06	1.27
Total energy consumption (A+B+C) (GJ)	GJ	8,529.85	6,152.55
Energy intensity per rupee of turnover (Total energy consumption in GJ/ turnover in rupees in cr.)	GJ/Cr (₹)	15.44	15.9

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable.

3. Provide details of the following disclosures related to water

Parameter	Unit	2022-23	2021-22
Water withdrawal by source (in kilolitres)			
(i) Surface water	KL	Not applicable	Not applicable
(ii) Groundwater	KL	Not applicable	Not applicable
(iii) Third party water	KL	12421	9304
(iv) Seawater / desalinated water	KL	Not applicable	Not applicable
(v) Others	KL	Not applicable	Not applicable
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	KL	12421	9304
Total volume of water consumption (in kilolitres)	KL	12421	9304
Water intensity per Cr. rupee of turnover (Water consumed / turnover)	KL/Cr(₹)	22.48	24

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Note: The Company did not carry out independent assessment by an external agency for data validation.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

To achieve Zero Liquid discharge in upcoming 2023-24, company has established integrated and robust water management system. In line with company's commitment towards water risk mitigation, ETP system have been upgraded by including additional advanced technology like RO & MEE. Apart from that, ARP (Acid Regeneration Plant) system is going to incorporate to minimise water pollution and protection of environmental degradation. The Company is using its treated water in gardening and sprinkling purpose.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Unit	2022-23	2021-22
NOx	µg/m3	33.3	15.0
Sox	µg/m3	21.3	10.3
Particulate matter (PM 10)	µg/m3	60.6	70
Persistent organic pollutants (POP)	tones/annum	NA	NA
Volatile organic compounds (VOC)	tones/annum	NA	NA
Hazardous air pollutants (HAP)	tones/annum	NA	NA
Others – Process Emission (HCL)	mg/Nm3	10	6.4
Acid Mist	mg/Nm3	22.3	0

Note: The Company regularly monitors and measures air emissions through an external agency (M/s Royal Environmental Auditing Consultancy services) on a quarterly basis.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	2022-23	2021-22
Scope 1	Metric tons of CO2 equivalent	28.01	19.23
Scope 2	Metric tons of CO2 equivalent	1,315.82	1,819.37
Total	Metric tons of CO2 equivalent	1,343.83	1,838.6
Total Scope 1 and Scope 2 emissions per rupee of turnover	tCO2/Cr(₹)	2.43	4.75

The Scope 1 and Scope 2 calculations are from the energy, electricity and fuel usage at manufacturing site in India. Further, Scope 1 and 2 calculations are undertaken using guidelines and emissions factors prescribed by globally accepted frameworks and standards such as USEPA guideline, applicable guidelines of GHG Protocol.

7. Does the entity have any project related to reducing Greenhouse Gas emission? If yes, then provide details.

Not applicable.

8. Provide details related to waste management by the entity, in the following format:

Parameter	2022-23	2021-22
Total Waste generated (in metric tons)		
Plastic waste (A)	Nil	Nil
E-waste (B)	0.06MT	Nil
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G)	79.74 MT	68 MT
Other Non-hazardous waste generated (H).	Nil	Nil
Total (A+B + C + D + E + F + G + H)	79.8 MT	68 MT

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Category	2022-23	2021-22
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	-	-
Total	Nil	Nil

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

Category	2022-23	2021-22
(i) Incineration:	Nil	Nil
(ii) Landfilling	79.74 MT	68 MT
(iii) Other disposal operations	NA	NA
Total	79.74 MT	68 MT

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, the Company did not carry out independent assessment by an external agency.

9. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company has established Integrated Management System (ISO14001:2015, 9001:2015 and 45001:2018- standard) and procedure for environmental aspect to mitigate industrial pollutants and optimise its risk level with consideration to all aspect of waste disposal. With collaboration of an authorised Common Hazardous Waste Treatment, Storage & Disposal Facility, company dispose off all hazardous wastes, which are generating from its manufacturing facility, through landfill as per applicable regulatory requirement. Process wastes are being recycled and reuse to some extent such as treated waste water have been reused in gardening and and sprinkling purpose.

10. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

The Company does not have any offices or operational site in the vicinity of any ecologically sensitive area.

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

The Company has not carried out any environmental impact assessment in current 2022-23.

12. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Based on the nature of business, the Company is compliance with all applicable Environmental Law/Regulations/ Guidelines in India and agree to comply with the same. No observation or any fines / penalties / action had been imposed by regulatory agencies such as pollution control boards or by courts.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

From non-renewable sources	Unit	2022-23	2021-22
Total electricity consumption (D)	GJ	8,086.06	5,848.09
Total fuel consumption (E)-LPG	GJ	442.73	303.19
Energy consumption through other sources (F)-DG	GJ	1.06	1.27
Total energy consumed from non-renewable sources (D+E+F)	GJ	8,529.85	6,152.55

Note: No, the Company did not carry out independent assessment by an external agency. However, they have a plan to perform energy audit to its entity(manufacturing site) in next financial year 2023-24.

2. Provide the following details related to water discharged:

Parameter	2022-23	2021-22
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	2,082	2454
• No treatment	NA	NA
• With treatment – please specify level of treatment	2,082	2454
(ii) To Groundwater	NA	NA
• No treatment	NA	NA
• With treatment – please specify level of treatment	NA	NA
• No treatment	NA	NA
• With treatment – please specify level of treatment	NA	NA
(iv) Sent to third parties	NA	NA
• No treatment	NA	NA
• With treatment – please specify level of treatment	NA	NA
(v) Others: ETP (Effluent Treatment Plant) Capacity – 200 KL / day	NA	NA
• No treatment	NA	NA
• With treatment – effluent water treatment has been done at ETP by Adding Chemicals and reused in the manufacturing process.	2,082	2,454
Total water discharged (in kiloliters) and Re-use in manufacturing process.	2,082 KL	2,454 KL

3. Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters):

Parameter	2022-23	2021-22
Water withdrawal by source (in kilolitres)		
(i) To Surface water	Nil	Nil
(ii) To Groundwater	Nil	Nil
(iii) Third party water	12,421	9,304
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	12,421	9,304
Total volume of water consumption (in kiloliters)	12,421	9,304

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

The Company will developed standard operating procedure to identify green house gas emissions (Scope 1, Scope 2 and Scope 3) and quantify the same for its business operation in the upcoming financial year 2023-24.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assurance has been carried out by an external agency.

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Currently none of the locations(including manufacturing site and offices) of the Company fall in/around ecologically sensitive areas.

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	ARP (Acid Regeneration Plant)	Approx. 80% acid shall recover from its machine.	<ul style="list-style-type: none"> Acid recovery from processes. Mitigate water pollution Reduce operation load capacity of ETP.
2	LED light installation	350 no. of LED light have been installed in manufacturing unit	<ul style="list-style-type: none"> Energy/electricity conservation and reduction
3	Solar Panel installation	Provided at Hydro Power plant for Captive generation. Company have proposed plan on solar panel installation in their next 2023-24	<ul style="list-style-type: none"> Energy conservation and reduction Use of renewable energy

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Venus follows a well-defined Business Continuity Plan (BCP) that guides the Company's response to natural or human-made calamities and disasters, which could disrupt or severely contain the Company's operations. The BCP program addresses all aspects of business continuity – governance, situation monitoring, risk assessment, mitigation planning & tracking, stakeholder communication, liaison with external entities, and scenario planning. The entity is committed to conduct its operations in a safe & secure manner. Part of this commitment is preparing to respond to crisis that may occur. A key objective is for emergency preparedness and response activities to be consistent throughout manufacturing operation and associated site activities. Hence, they have an emergency handling team & rescue plan, which consists of standard operating procedures in case of any electrical short circuit, collapse of building, natural disasters like cyclone, flood, earthquake, acid rain or release of toxic gas from nearby industry etc.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

As per information available, there has been no significant impact to the environment, arising from the value chain of the Company. However, the Company has implemented standard operatring procedure for purchase. This process is applicable to all supply chain partners which binds the concerned to abide by the environment regulations of the geography of operation.

VII. PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

Total number of affiliation with trade and industry chambers are three.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to.

Sl. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Confederation of Indian Industry	National
2	The Gandhidham Chamber of Commerce & Industry	State
3	EEPC (Engineering Export Promotion Council of India)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

No, there were no cases of anti-competitive conduct during the reporting period.

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Not Applicable

VIII. PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

- 1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Not Applicable

- 2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not Applicable

- 3. Describe the mechanisms to receive and redress grievances of the community.**

The Company has implemented CSR programe considering need and expectation of local communities. It has also address their requirement specifically on cost of living and quality of life(QoL). The Company has a local CSR associate in each of the communities to address their grievance.

- 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	2022-23	2021-22
Directly sourced from MSMEs/ small producers	The business operation of the Company is such that majority of the key inputs/ raw material is required to be sourced from large suppliers, who are spread across India and overseas. It sources ancillary products, equipment and other services required as part of its operations from MSMEs/small producers and from suppliers within the same or neighboring districts.	
Sourced directly from within the district and neighboring districts		

Leadership Indicators

- 1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Not Applicable.

- 2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

SL No.	State	Aspirational District	Amount spent (In ₹)
1	Gujarat	Ahmedabad	45,00,000
2	Gujarat	Kutch	10,00,000

- 3. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

The Company have not acquired or owned intellectual properties based on the traditional knowledge during the reporting period.

- 4. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Not Applicable.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

5. Details of beneficiaries of CSR Projects:

CSR projects mentioned below and pursued by the Company are meant to benefit vulnerable and marginalised groups of communities.

SL. No.	CSR Project	No. of persons benefited from CSR Projects	% Of beneficiaries from vulnerable and marginalised groups
1	The Company has jointly collaborated with Shri Raginiben Bipinchandra Sevakarya Trust (an NGO established under the Public Trust Act, 16 May, 2013 Organisation in Ahmedabad) for promoting education, medical facilities, and humanitarian field under SMSHMC Projects	The donation had been provided for the purpose of medical relief to poor people in the year of 2021-22. All most all the person of those region were benefited from CSR projects contributed by the Company.	100%
2	Development of building construction of medical college.	The Company have spent of ₹ 45,00,000/ during 2022-23 to Shi Raginiben Bipinchandra Sevakarya Trust for building construction of medical college.	100%
3	Provide donation to Shri Gaushala Seva Samaitee (Morbia Comm. Centre,Gandhidham 370 201,Gujrat) for development of facilities and infrastructures.	Donation have been allocated for improvement of infrastructures	100%

IX. PRINCIPLE 9 BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Consumer complaints and feedback are essential for businesses to understand and meet customer needs, to build a strong reputation, and ultimately thrive in the marketplace. Embracing consumer feedback as a valuable source of information and actively addressing complaints can lead to significant benefits for both businesses and consumers.

The Company is a consumer centric organisation and it treats any concern raised by its customers with utmost importance. The Company has well established customer complaint and feedback mechanism. To achieve consumer expectations, Venus's complaint management process has evolved over the years, thereby remaining aligned to changing consumer expectations with respect to complaint acknowledgement and their resolution. All complaints are recorded and a time-bound corrective action plans are developed to resolve issues raised by customers in an efficient manner. The Company has a dedicated pool of resources with required technical expertise for resolving the customer complaint.

2. Turnover of products and/ services as a percentage of turnover from all products / service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or Safe Disposal	NA

3. Number of consumer complaints in respect of the following:

	2022-23		Remarks	2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	Nil	0	0	Nil
Advertising	0	0		0	0	-
Cyber-security	0	0		0	0	-

4. Details of instances of product recalls on account of safety issues:

Aspect	Number	Reason for Recall
Voluntary recall /Mock recall	0	NA
Forced recall	0	NA

There are no instances of product recalls.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, The Company may collect, use, store, disclose or otherwise process personal data. The Company is committed to protect personal and business sensitive information of its employees, customers, service providers and suppliers. The Company has installed Firewall protection system (Sophos 120 nodes) and it has made of access control restriction. Further, as per company's cyber security and data protection commitment, proactive measures have been placed to prevent potential data breaches and protection of bugs or fraudulent interference.

All documents are kept in another system with robust passwork protection.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

- 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

There has been no such instance which has occurred during 2022-23.

Leadership Indicators

- 1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

The Company has dedicated sections in its website where detailed information on products are provided. The website link is <https://www.venuspipes.com>. Additionally, the potential customers can also enquire for company products via "enquiry" facility provided on company website. Further, company has shared its product portfolio in the social media like facebook, twitter, linkedin and Youtube.

- 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The usage of products and its description is outlined in corporate brochure. The Company has 'product' section in its official website (<https://www.venuspipes.com/products/stainless-steel-welded-pipes/>) that gives full information on product specification, grades, application, and sustainable practices certified by third-party agencies. The Company also extends an opportunity to explain about its innovations, new technology and techniques that are implemented to enhance product quality and work methodology to its consumers.

- 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

The Company has put in place effective communication protocols, both formal and informal, to inform its bulk and industrial customers on risk of potential disruption related to supply.

The sales teams, and supply chain management teams are maintain in constant with their clients and the dealership network. The teams are pro-active and promptly inform to the customers and the dealership network if any disruption happened in supply.

In case of any major disruption may occur, the Company also has the ability to use its website and social media to inform customers of any disruption.

- 4. Did your entity carry out any survey about consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

The Company receives customer feedback, from its external stakeholders and interested parties such as channel partners, clients and tenders, supplier to measure customer satisfaction and arrive at a quantitative measure. Based on feedback, and rating, action plan has taken and shared with management to develop future plans of the Company. In company's feedback form, list of parameter such as price competitiveness, delivery, product quality, documentation-timely receipt, customer relationship and complaint redressal have been considered. In 2022-23, Overall summary of customer feedback received from the clients is 90%.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VENUS PIPES & TUBES LIMITED

Report on the Audit of Financial Statements

OPINION

We have audited the accompanying financial statements of **VENUS PIPES & TUBES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2023, the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the statement of cash flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon,

and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and entity, there are no key audit matters to be communicated in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITY OF MANAGEMENT FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness

INDEPENDENT AUDITOR'S REPORT (CONTD.)

of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls

system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit report we report that:
 - a) We have sought and, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The balance sheet, the statement of profit and loss, including other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
 - e) On the basis of written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the

best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 35.1 to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards;
- iii. There were no amounts which were required to be transferred to the investor's education and protection fund by the company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Interim dividend declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- As stated in Note 12 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the “Annexure- B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Maheshwari & Co.
Chartered Accountants
Firm's Registration No.105834W

Ramesh Totla
Partner
Membership No. 416169
UDIN: 23416169BGVZVM1045

Place: Surat
Date: May 24, 2023

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial reporting of VENUS PIPES & TUBES LIMITED ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statement based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statement and

their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining an understanding of internal financial controls with reference to financial statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statement.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT

A company's internal financial control with reference to financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statement includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT

Because of the inherent limitations of internal financial controls with reference to financial statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statement to future years are subject to the risk that the internal financial control with reference to financial statement may become inadequate because of changes

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to explanation given to us, the Company has maintained, in all material respects, adequate internal financial controls with reference to financial statement and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Maheshwari & Co.
Chartered Accountants
Firm's Registration No.105834W

Ramesh Totla
Partner

Place: Surat
Date: May 24, 2023

Membership No. 416169
UDIN: 23416169BGVZVM1045

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- i. Based on the Audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that: In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b) The Company has a program of physical verification of property, plant and equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) On examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at
- March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder,
- ii. a) Inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable. The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- b) The Company has been sanctioned working capital limits in excess of ₹ five crore, in aggregate, during the year, from bank on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii. The Company has not made any investments, not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year.
- Hence Reporting under sub clauses (a), (b), (c), (d), (e), (f) of clause (iii) of the order is not applicable.
- iv. The company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable.
- vi. The company is maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act in respect of service carried out by the company. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

- vii. a) The Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, Goods and Service Tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a year of more than six months from the date they became payable.
- b) There are no dues of sales tax, service tax, customs duty, excise duty, value added tax and cess, which have not been deposited on account of any dispute with the relevant authorities.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority. Hence reporting under clause 3(ix)(b) of the Order is not applicable.
- (c) Term loans were applied for the purpose for which the loans were obtained and no amount of loan has been diverted for any other purpose. Hence reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the company
- (e) The Company did not have any subsidiary or associate or joint venture during the year, hence reporting under clause (ix) (e) & (f) of the order not applicable.
- x. (a) According to the information and explanations given to us, The Company has raised moneys by way of initial public offer of equity shares during the year. In our opinion, the end use of the money raised is as per the terms and conditions stated in the offer document.
- (b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debenture (fully or partly or optionally) and hence reporting under clause (x) (b) of the order is not applicable to the company.
- xi. We have neither come across any instances of fraud by the company or any fraud on the company noticed or reported during the year, nor have been informed of any such instances by the management. Hence, reporting under paragraph 3 clause (xi) (b) & (c) of the order does not arise.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. (a) The Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. The Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.
- (b) There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from

the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For Maheshwari & Co.
Chartered Accountants
Firm's Registration No.105834W

Ramesh Totla
Partner

Place: Surat
Date: May 24, 2023

Membership No. 416169
UDIN: 23416169BGVZVM1045

STANDALONE BALANCE SHEET

AS AT 31 MARCH, 2023

(₹ in mn)

Particulars	Note No	31 March, 2023	31 March, 2022
I ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	2	597.52	212.55
(b) Intangible Assets	2	1.05	1.06
(c) Capital Work in Progress	2	1,215.93	73.54
(d) Financial Assets			
(i) Other Financial Assets	3	20.69	16.82
		1,835.19	303.97
2 Current assets			
(a) Inventories	4	1,669.44	934.59
(b) Financial assets			
(i) Investment	5	28.92	13.91
(ii) Trade Receivables	6	704.87	735.15
(iii) Cash and Cash Equivalents	7	107.65	0.11
(iv) Bank balances other than (iii) above	8	152.17	73.34
(v) Other Financial Assets	9	0.78	7.17
(c) Other Current Assets	10	575.38	410.68
		3,239.21	2,174.95
Total Assets		5,074.40	2,478.92
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	202.96	152.22
(b) Other Equity	12	3,019.08	1,133.12
		3,222.04	1,285.34
Liabilities			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	246.93	142.57
(ii) Lease Liabilities	14	-	2.33
(b) Provisions	15	5.81	3.40
(c) Deferred Tax Liabilities (Net)	16	14.65	7.34
		267.39	155.64
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	657.69	493.88
(ii) Lease Liabilities	14	-	0.84
(iii) Trade payables			
- Total outstanding dues to Micro Enterprise & Small Enterprise	18	10.71	7.72
- Total outstanding dues of Creditors other than Micro Enterprise & Small Enterprise	18	730.38	376.90
(iv) Other Financial Liabilities	19	63.16	1.69
(b) Other current liabilities	20	60.61	55.24
(c) Provisions	15	0.27	0.07
(d) Current-Tax Liabilities (Net)	21	62.15	101.60
		1,584.97	1,037.94
Total Equity and Liabilities		5,074.40	2,478.92
Significant Accounting Policies	1		
Notes forming part of the financial statements	2 to 35		
As per our report of even date attached			

For Maheshwari & Co
Chartered Accountants
Firm Reg. No.: 105834W

Ramesh Totla
Partner
Membership No. : 416169

Place: Surat
Date: 24 May, 2023

For and on behalf of the Board of Directors of
Venus Pipes & Tubes Limited

Mr. Megharam S Choudhary
Director
Din: 02617107

Mr. Arun Kothari
(MD & CFO)
Din: 00926613

Place: Gandhidham
Date: 24 May, 2023

Mr. Dhruv M Patel
Director
Din: 07098080

Mr. Pavan Jain
(Company Secretary)
Membership No: A66752

Place: Gandhidham
Date: 24 May, 2023

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH, 2023

(₹ in mn)

Particulars	Note No.	Year ended 31 March, 2023	Year ended 31 March, 2022
1 Revenue from operations	22	5,523.96	3,869.52
2 Other Income	23	23.95	21.23
3 Total Income (1+2)		5,547.91	3,890.75
4 Expenses			
(a) Cost of materials consumed	24(a)	4,662.00	3,562.63
(b) Purchase of Stock in Trade		-	64.55
(c) Changes in inventories of finished goods & work-in- progress	24(b)	(216.14)	(476.73)
(d) Employee benefits expense	25	101.75	62.46
(e) Finance Cost	26	98.43	70.57
(f) Depreciation and amortisation expense	2(c)	19.71	14.25
(g) Other expenses	27	285.31	164.25
Total expenses		4,951.06	3,461.97
5 Profit \ (Loss) before exceptional items and tax (3-4)		596.85	428.78
6 Exceptional items		-	-
7 Profit \ (Loss) before tax (5-6)		596.85	428.78
8 Tax expense:			
(a) Current tax expense	32	147.48	109.01
(b) Deferred tax	32	7.30	3.09
9 Profit \ (Loss) for the period (7-8)		442.07	316.68
10 Other comprehensive income			
(i) Items that will not be reclassified to Profit / (Loss)			
- Remeasurements of the defined benefit plans		0.04	(0.12)
- Income Tax impact on above		(0.01)	0.03
11 Total Comprehensive income for the period (9+10)		442.10	316.59
12 Earnings per share (Face Value of ₹ 10/- each):	28		
(a) Basic (in ₹)		22.60	22.55
(b) Diluted (in ₹)		22.60	22.55
Significant Accounting Policies	1		
Notes forming part of the financial statements	2 to 35		

As per our report of even date attached

For Maheshwari & Co
Chartered Accountants
Firm Reg. No.: 105834W

Ramesh Totla
Partner
Membership No. : 416169

Place: Surat
Date: 24 May, 2023

For and on behalf of the Board of Directors of
Venus Pipes & Tubes Limited

Mr. Megharam S Choudhary
Director
Din: 02617107

Mr. Arun Kothari
(MD & CFO)
Din: 00926613

Place: Gandhidham
Date: 24 May, 2023

Mr. Dhruv M Patel
Director
Din: 07098080

Mr. Pavan Jain
(Company Secretary)
Membership No: A66752

Place: Gandhidham
Date: 24 May, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31 MARCH, 2023

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax & exceptional items	596.85	428.79
- Depreciation and Amortisation	19.71	14.24
- Provision for doubtful debts(ECL)/advances	0.67	(7.17)
- Interest Expense	82.18	53.62
- Interest Income	(19.89)	(4.95)
Changes in Working Capital:-		
Adjustment for (Increase) / Decrease in Operating Assets		
- Trade Receivables	29.59	(277.29)
- Inventory	(734.85)	(492.79)
- Other Non Current Financial Assets	(14.68)	(0.75)
- Other Current Financial Assets	(0.26)	(0.14)
- Other Current Assets	(34.80)	(107.14)
Adjustment for Increase / (Decrease) in Operating Liabilities		
- Non Current Liabilities	2.46	1.11
- Other Current & Non-Current Financial Liabilities	(3.16)	(0.72)
- Trade Payables	356.47	(89.59)
- Other Current Liabilities	5.58	(7.08)
Cash generated from Operations	285.87	(489.86)
Direct taxes paid	(186.93)	(110.17)
Net cash (used in)/from Operating Activities (A)	98.94	(600.03)
B CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of investment	(15.01)	(13.91)
Purchase of Property, Plant & Equipment, CWIP and Capital Advance	(1,618.60)	(205.50)
Withdrawal / (Investment) in Fixed Deposits	(61.36)	(13.83)
Interest Received	19.89	4.95
Net Cash from/(used in) Investing Activities (B)	(1,675.08)	(228.29)
C CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares (net off issue expenses)	1,504.73	569.43
Proceeds / (Repayment) from / (of) Borrowings (Net)	268.16	311.44
Interest Paid	(79.06)	(53.13)
Dividend Paid	(10.15)	-
Net cash from/(used in) Financing Activities (C)	1,683.68	827.74
Net increase in cash and cash equivalents (A+B+C)	107.54	(0.58)
Cash and cash equivalents at the beginning of the period	0.11	0.69
Cash and cash equivalents at the end of the period	107.65	0.11
Components of Cash & Cash Equivalents		
Cash on Hand	0.15	0.11
Balances with banks:		
a) In current account	7.50	-
b) Fixed Deposit (Original Maturity less than three months)	100.00	-
Total Cash and Bank Equivalents (Refer Note no 7)	107.65	0.11

STATEMENT OF CASH FLOW (CONTD.)

Note :

- The above Cash Flow Statement has been prepared under the indirect method set out in IND AS - 07 "Statement of Cash Flow" issued by the Central Government under Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (Companies Indian Accounting Standard Rules, 2015)
- The amendments to Ind AS 7 Statement of Cash Flow requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The amendment has become effective from 01 April, 2017 and the required disclosure is made below:

Particulars	As at 31 March, 2022	Cash Flows	Non-cash changes	As at 31 March, 2023
		Net Proceeds / (Repayment)	Fair value changes	
Long-Term Borrowings (Current and non current)	195.70	144.23	-	339.93
Short-Term Borrowings	440.75	123.94	-	564.69

Significant Accounting Policies

1

Notes forming part of the financial statements

2 to 35

As per our report of even date attached

For Maheshwari & Co
Chartered Accountants
Firm Reg. No.: 105834W

For and on behalf of the Board of Directors of
Venus Pipes & Tubes Limited

Ramesh Totla
Partner
Membership No. : 416169

Mr. Megharam S Choudhary
Director
Din: 02617107

Mr. Dhruv M Patel
Director
Din: 07098080

Mr. Arun Kothari
(MD & CFO)
Din: 00926613

Mr. Pavan Jain
(Company Secretary)
Membership No: A66752

Place: Surat
Date: 24 May, 2023

Place: Gandhidham
Date: 24 May, 2023

Place: Gandhidham
Date: 24 May, 2023

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares	(₹ in mn)	No. of Shares	(₹ in mn)
Balance at the beginning of the year	1,52,22,010	152.22	87,32,700	87.33
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balances as at beginning of the year	1,52,22,010	152.22	87,32,700	87.33
Bonus Shares Issued during the period	-	-	43,66,350	43.66
Equity Shares Issued during the period	50,74,100	50.74	21,22,960	21.23
Balance at the end of the year	2,02,96,110	202.96	1,52,22,010	152.22

B. OTHER EQUITY (REFER NOTE 12)

Particulars	(₹ in mn)		
	Retained Earning	Security Premium	Total Equity
Balance as on 1 April, 2021	311.99	-	311.99
Change in accounting policies or prior period errors	-	-	-
Restated balance as at 1 April, 2021	311.99	-	311.99
Net Profit/ (Loss) for FY 2021-22	316.68	-	316.68
Bonus Shares Issued during the period	(43.66)	-	(43.66)
Equity Shares Issued during the period (net off issue expense)	-	548.20	548.20
Remeasurement gain/(loss) in respect of defined benefit plan (net of taxes)	(0.09)	-	(0.09)
Balance as on 31 March, 2022	584.92	548.20	1,133.12
Change in accounting policies or prior period errors	-	-	-
Restated balance as at 1 April, 2022	584.92	548.20	1,133.12
Net Profit/ (Loss) for FY 2022-23	442.07	-	442.07
Equity Shares Issued during the period (net off issue expense)	-	1,454.01	1,454.01
Remeasurement gain/(loss) in respect of defined benefit plan (net of taxes)	0.03	-	0.03
Dividend Payment	(10.15)	-	(10.15)
Balance as on 31 March, 2023	1,016.87	2,002.21	3,019.08

See accompanying notes forming part of the financial statements

As per our report of even date attached

For Maheshwari & Co
Chartered Accountants
Firm Reg. No.: 105834W

Ramesh Totla
Partner
Membership No. : 416169

Place: Surat
Date: 24 May, 2023

For and on behalf of the Board of Directors of
Venus Pipes & Tubes Limited

Mr. Megharam S Choudhary
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Din: 02617107

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Place: Gandhidham
Date: 24 May, 2023

Mr. Dhruv M Patel
Director
Din: 07098080

Mr. Pavan Jain
(Company Secretary)
Membership No: A66752

Place: Gandhidham
Date: 24 May, 2023

NOTES TO THE FINANCIAL STATEMENTS

BACKGROUND AND OPERATIONS

Venus Pipes & Tubes Limited (Formerly known as Venus Pipes & Tubes Private Limited) ("the Company") having its registered office at Survey No 233/2 & 234/1 Dhaneti, Bhuj, Kutch, Gujarat 370020 was incorporated on 17 February, 2015 and subsequently on 16 September, 2021 the Company converted into Public Limited company vide current Company Registration No. L74140GJ2015PLC082306. The Company is engaged in activities of manufacturing of all kinds of stainless steel pipes & tubes and to deal in all the kinds of steel, pipes & tubes.

The equity shares of Venus Pipes & Tubes are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively, the "Stock Exchanges").

SIGNIFICANT ACCOUNTING POLICIES:

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of preparation

(i) Statement of Compliance and basis of preparation

The Statement of Assets & Liabilities of the Company as at 31 March, 2023 and the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended 31 March, 2023 and other explanatory information are together referred as "Audited Financial Statements".

These "Audited Financial Statements" are approved for issue by the Board of Directors on 24 May, 2023.

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

(ii) Basis of preparation and measurement

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value
- Biological assets – measured at fair value
- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

1.2 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

The areas involving critical estimates or judgments are:

- Valuation of financial instruments
- Useful life of property, plant and equipment
- Defined benefit obligation
- Provisions
- Recoverability of trade receivables
- Recognition of revenue and allocation of transaction price
- Current tax expense and current tax payable

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Company.

1.3 Cash and cash equivalents (for purpose of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purposes of the statement of cash flow, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities

1.4 Cash flow statement

Cash flows are reported using indirect method, whereby Profit before tax reported under statement of profit/ (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

1.5 Property, plant and equipment

All the items of property, plant and equipment are stated at historical cost net off cenvat credit less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The

estimated useful life is taken in accordance with Schedule II to the Companies Act, 2013. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Cost of Capital Work in Progress ('CWIP') comprises amount paid towards acquisition of property, plant and equipment outstanding as of each balance sheet date and construction expenditures, other expenditures necessary for the purpose of preparing the CWIP for its intended use and borrowing cost incurred before the qualifying asset is ready for intended use. CWIP is not depreciated until such time as the relevant asset is completed and ready for its intended use

1.6 Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in business combinations are stated at fair value as determined by the management of the Company on the basis of valuation by expert valuers, less accumulated amortisation. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Amortisation of Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a

straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Useful lives of intangible assets

Intangible assets are amortised over their estimated useful life on straight line method as follows:

- a. Computer Software 5 Years

1.7 Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1.8 Inventories

Inventories comprise of raw materials, packing materials, work-in-progress, finished goods and stores and spares. Inventories are valued at lower of cost and net realisable value. Costs are ascertained on Weighted Average basis. Costs includes cost of purchase and other costs incurred in bringing each product to its present location and condition. In the case of manufactured inventories, cost includes cost of raw materials, packing materials and an appropriate share of fixed and variable production overheads. Fixed production overheads are allocated on the basis of normal operating capacity. Variable production overheads are allocated based on actual use of production facilities. Net realisable value represents the estimated selling price for inventories in normal course of business, less all estimated costs of completion and costs necessary to make the sale. Provision is made for cost of obsolescence and other anticipated losses whenever considered necessary.

1.9 Revenue Recognition

Revenue is recognised when control of goods is transferred to a customer in accordance with the terms of the contract. The control of the goods is transferred upon delivery to the customers either at factory gate of the Company or specific location of the customer or when the goods are handed over to the freight carrier, as per the terms of the contract. A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

In certain customer contracts, freight services are treated as a distinct separate performance obligation and the Company recognises revenue for such services when the performance obligation is completed.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the Company expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates, etc

Revenue is recognised at a determined transaction price when identified performance obligations are satisfied. The bill and hold contracts are entered at the request of the customer. Revenue from bill and hold contracts is recognised at the agreed transaction price (determined price). The price for bill and hold contracts is determined at the time of entering into the transaction and the performance obligation is satisfied when goods have been appropriated towards the sale transaction (the control of asset is transferred to the customer).

1.10 Other Income

Interest Income:-

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend Income:-

Dividend is recognised as income when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Export Incentives:-

Duty drawback, MEIS and SEIS benefits are recognised at the time of exports and the benefits in respect of licenses received by the Company against export made by it are recognised as and when goods are imported against them.

1.11 Foreign Currency Transactions

The functional currency for the Company is determined as the currency of the primary economic environment

in which it operates. For the Company, the functional currency is the local currency of the country in which it operates, which is ₹.

- a) In preparing the financial statements the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.
- b) The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are taken into Statement of Profit and Loss.

1.12 Employees Benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions:

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

- b. net interest expense or income; and
- c. remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

1.13 Accounting for Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year/period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

1.14 Leases

Transition

Effective 01 April, 2019, the Company adopted Ind As 116 “leases” and applied the standard to all applicable lease contracts existing on 01 April, 2019 using the modified retrospective method with cumulative effect of initially applying the standard recognised on the date of initial application. Accordingly, company has not restated comparative information and recognised right of use assets at an amount equal to lease liability.

The Company’s lease asset primarily consists of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

Company as a lessee

At the date of commencement of the lease, the Company recognises a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in

circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. The higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and finance cost portion of lease payments have been classified as financing cash flows.

1.15 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year adjusted for bonus elements, if any, issued during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each

period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.16 Segment Reporting

Identification of segments:

Segments are identified in line with Ind AS-108 "segment Reporting", taking into consideration the internal organisation and management structure as well as the differential risk and returns of the segment.

Based on the Company's business model, manufacturing and/or trading of pipes, tubes & steel have been considered as the only reportable business and geographical segment.

Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

1.17 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are recognised at their fair value only, if they were assumed as part of a business combination. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote. The same applies to contingent assets where an inflow of economic benefits is probable.

1.18 Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Other borrowing costs are expensed in the period in which they are incurred.

1.19 Dividend

Dividend distributed to Equity shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid.

1.20 Fair value measurement

The Company measures financial instruments, such as, certain investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

1.21 Financial Instruments

(i) Recognition

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initial measurement

Financial instruments are initially recognised at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit or loss.

However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs of financial instruments carried at fair value through profit or loss are expensed in the statement of profit and loss.

Subsequently, financial instruments are measured according to the category in which they are classified.

Classification and measurement – financial assets

Classification of financial assets is based on the business model in which the instruments are held as well as the characteristics of their contractual cash flows. The business model is based on management's intentions and past pattern of transactions. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. The Company reclassifies financial assets when and only when its business model for managing those assets changes.

Financial assets are classified into three categories

Financial assets at amortised cost: Financial assets having contractual terms that give rise on specified dates to cash flows that are solely

payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortised cost using the effective interest method less any impairment losses.

Equity investments at fair value through other comprehensive income (Equity instruments):

These include financial assets that are equity instruments and are designated as such upon initial recognition irrevocably. Subsequently, these are measured at fair value and changes therein are recognised directly in other comprehensive income, net of applicable income taxes.

Dividends from these equity investments are recognised in the statement of Profit and Loss when the right to receive payment has been established.

When the equity investment is derecognised, the cumulative gain or loss in equity is transferred to retained earnings.

Financial assets at fair value through other comprehensive income (Debt instruments):

Financial assets having contractual terms that give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows as well as to sell the financial asset, are classified in this category. Subsequently, these are measured at fair value, with unrealised gains or losses being recognised in other comprehensive income apart from any expected credit losses or foreign exchange gains or losses, which are recognised in profit or loss.

Financial assets at fair value through profit and loss:

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in profit and loss.

Classification and measurement – financial liabilities:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Financial guarantee contracts:

These are initially measured at their fair values and, are subsequently measured at the higher of the amount of loss allowance determined or the amount initially recognised less, the cumulative amount of income recognised.

Other financial liabilities:

These are measured at amortised cost using the effective interest method.

(ii) Determination of fair value:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received).

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments.

Valuation techniques include discounted cash flow method and other valuation methods.

(iii) Derecognition of financial assets and financial liabilities

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. Any gain or loss arising on derecognition is recognised in profit or loss. When a financial instrument is derecognised, the cumulative gain or loss in equity is transferred to the statement of profit and loss unless it was an equity instrument electively held at fair value through other comprehensive income. In this case, any cumulative gain or loss in equity is transferred to retained earnings. Financial assets are written off when there is no reasonable expectation of recovery. The Company reviews the facts and circumstances around each asset before making a determination. Financial assets that are written off could still be subject to enforcement activities.

Financial liabilities are derecognised when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

(iv) Impairment of financial Assets

The Company recognises a loss allowance for expected credit losses on a financial asset that is at amortised cost or at fair value through other comprehensive income. Expected credit losses are forward looking and are measured in a way that is unbiased and represents a probability-weighted amount, takes into account the time value of money (values are discounted using the applicable effective interest rate) and uses reasonable and supportable information.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

1.22 Operating Cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.23 Current and non Current classification :

i. The assets and liabilities in the Balance Sheet are based on current/ non - current classification. An asset as current when it is:

- 1 Expected to be realised or intended to be sold or consumed in normal operating cycle.
- 2 Held primarily for the purpose of trading.
- 3 Expected to be realised within twelve months after the reporting period, or
- 4 Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non - current.

ii A liability is current when:

1. Expected to be settled in normal operating cycle.
2. Held primarily for the purpose of trading.
3. Due to be settled within twelve months after the reporting period, or
4. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non - current. Deferred tax assets and liabilities are classified as non - current assets and liabilities.

Note- 1.24 Critical and significant accounting judgements, estimates and assumptions

(i) Critical estimates and judgements

The following are the critical judgements, apart from those involving estimations that the management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements. Actual results may differ from these estimates. These estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to the accounting estimates in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Useful lives of property, plant and equipment and intangible assets:

Management reviews the useful lives of depreciable assets at each reporting. As at 31 March, 2023 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

Allowance for expected credit losses:

The expected credit allowance is based on the aging of the days receivables are due and the rates derived based on past history of defaults in the provision matrix.

Income taxes:

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii) Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the standalone financial statements:

Determination of lease term & discount rate:

Ind AS 116 leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby

assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factor such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and availability of the suitable alternatives. The lease term in future period is reassessed to ensure that the lease term reflects the current economic circumstances.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based on its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow model. The cash flows are derived from the budget for the next five years and do not include activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the Cash Generating Unit being tested. The recoverable amount is sensitive to the discount rate used for the Discounted Cash Flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable

profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognised until the contingency has been resolved and amounts are received or receivable.

1.25 Recent pronouncements

MCA notifies Companies (Indian Accounting Standards) Amendment Rules, 2023 vide Notification No. G.S.R 242(E) Dated: 31 March, 2023 and further amended Companies (Indian Accounting Standards) Rules, 2015, which shall come into force with effect from 1st day of April, 2023. The MCA has carried amendments to the following existing standards which will be effective from 01 April, 2023. The Company is not expecting any significant impact in the financial statements from these amendments. The quantitative impacts would be finalised based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

1. Ind AS 1 – Presentation of Financial Statements
2. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors
3. Ind AS 12 – Income Taxes
4. Ind AS 101 – First-time Adoption of Indian Accounting Standards
5. Ind AS 102 – Share Based Payment
6. Ind AS 103 – Business Combinations
7. Ind AS 107 – Financial Instruments: Disclosures
8. Ind AS 109 – Financial Instruments
9. Ind AS 115 - Revenue from Contracts with Customers

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

2. PROPERTY, PLANT AND EQUIPMENTS

2a. Property, Plant and Equipments

(₹ in mn)

Particulars	GROSS BLOCK (AT COST)				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 01 April, 2022	Additions during the year	Deductions during the year	As at 31 March, 2023	As at 01 April, 2022	For the period	Deductions during the year	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
1	2	3	4	5	6	7	8	9	10	11
Freehold Land	12.33	36.21	-	48.54	-	-	-	-	48.54	12.33
Computers	1.65	2.08	-	3.73	0.58	0.66	-	1.24	2.49	1.07
Buildings	48.09	200.39	-	248.48	3.59	2.33	-	5.92	242.56	44.50
Electrical Installation	0.97	0.75	-	1.72	0.78	0.18	-	0.96	0.76	0.19
Plant & Machinery	203.09	159.71	-	362.80	55.15	14.34	-	69.49	293.31	147.94
Furniture & Fixtures	0.76	1.35	-	2.11	0.05	0.12	-	0.17	1.94	0.71
Vehicles	2.49	3.68	-	6.17	0.43	0.48	-	0.91	5.26	2.06
Office Equipments	2.57	2.10	-	4.67	1.48	0.53	-	2.01	2.66	1.09
Right of Use Assets (Factory Land)	5.12	-	1.91	3.21	2.46	0.75	-	3.21	-	2.66
Total Tangible Assets	277.07	406.27	1.91	681.43	64.52	19.39	-	83.91	597.52	212.55
Capital Work in Progress*	73.54	1,492.37	349.98	1,215.93	-	-	-	-	1,215.93	73.54

Note :

(i) Property, plant & Equipment pledged as a security:

Refer Note 13 for information on Property, Plant & Equipment pledged as a security by the Company

(ii) Amount of interest capitalised during the year ₹ 5.89 mn (Previous year ₹ Nil mn).

(iii) The Company has not revalued any property, plant and equipment during the current and previous financial year.

*Refer Note 2.1 for CWIP Ageing Schedule

** Title Deed of Immovable property : The Company has been converted from private Limited to public limited w.e.f 16 September, 2021 ,accordingly the deed are still in the name of Venus Pipes & Tubes Private Limited

2b. Intangible Assets (other than internally generated)

(₹ in mn)

Particulars	GROSS BLOCK (AT COST)				AMORTISATION				NET BLOCK	
	As at 01 April, 2022	Additions during the year	Deductions during the year	As at 31 March, 2023	As at 01 April, 2022	For the period	Deductions during the year	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
1	2	3	4	5	6	7	8	9	10	11
Computer Software	1.46	0.31	-	1.77	0.40	0.32	-	0.72	1.05	1.06
Total Intangible Assets	1.46	0.31	-	1.77	0.40	0.32	-	0.72	1.05	1.06
Intangible Assets under Development									-	-

2c. Depreciation and Amortisation for the period

(₹ in mn)

Particulars	2022-23	2021-22
Depreciation and amortisation for the period on tangible assets as per Note 2 A	19.39	14.00
Amortisation for the period on intangible assets as per Note 2 B	0.32	0.25
Total	19.71	14.25

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

2. PROPERTY, PLANT AND EQUIPMENTS

2a. Property, Plant and Equipments

(₹ in mn)

Particulars	GROSS BLOCK (AT COST)				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 01 April, 2021	Additions during the year	Deductions during the period	As at 31 March, 2022	As at 01 April, 2021	For the period	Deductions during the period	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
1	2	3	4	5	6	7	8	9	10	11
Freehold Land	6.50	5.83	-	12.33	-	-	-	-	12.33	6.50
Computers	0.63	1.02	-	1.65	0.33	0.25	-	0.58	1.07	0.29
Buildings	37.54	10.55	-	48.09	2.30	1.29	-	3.59	44.50	35.24
Electrical Installation	0.97	-	-	0.97	0.60	0.18	-	0.78	0.19	0.37
Plant & Machinery	190.37	12.72	-	203.09	44.31	10.84	-	55.15	147.94	146.06
Furniture & Fixtures	0.10	0.66	-	0.76	0.02	0.03	-	0.05	0.71	0.08
Vehicles	2.42	0.07	-	2.49	0.14	0.29	-	0.43	2.06	2.28
Office Equipments	2.14	0.43	-	2.57	1.18	0.30	-	1.48	1.09	0.96
Right of Use Assets (Factory Land)	5.12	-	-	5.12	1.64	0.82	-	2.46	2.66	3.48
Total Tangible Assets	245.79	31.28	-	277.07	50.53	14.00	-	64.52	212.55	195.26
Capital Work in Progress	-	82.77	9.23	73.54	-	-	-	-	73.54	-

Note :

(i) Property, plant & Equipment pledged as a security:

Refer Note 13 for information on Property, Plant & Equipment pledged as a security by the Company

2b. Intangible Assets (other than internally generated)

(₹ in mn)

Particulars	GROSS BLOCK (AT COST)				AMORTISATION				NET BLOCK	
	As at 01 April, 2021	Additions during the year	Deductions during the period	As at 31 March, 2022	As at 01 April, 2021	For the period	Deductions during the period	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
1	2	3	4	5	6	7	8	9	10	11
Computer Software	0.85	0.61	-	1.46	0.15	0.25	-	0.40	1.06	0.70
Total Intangible Assets	0.85	0.61	-	1.46	0.15	0.25	-	0.40	1.06	0.70

2c. Depreciation and Amortisation for the period

(₹ in mn)

Particulars	2021-22	2020-21
Depreciation and amortisation for the period on tangible assets as per Note 2 A	14.00	9.52
Amortisation for the period on intangible assets as per Note 2 B	0.25	0.12
Total	14.25	9.65

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

Note 2.1 Capital Work in Progress ageing schedule

(₹ in mn)

Particulars	As at 31 March, 2023				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in Progress	1,215.93	-	-	-	1,215.93
(ii) Projects Temporarily Suspended	-	-	-	-	-
Total	1,215.93	-	-	-	1,215.93

Note:- All the projects under CWIP are in-line with Original estimated Cost & Timeline. None of the projects are overdue as on 31st March '2023.

(₹ in mn)

Particulars	As at 31 March 2022				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in Progress	73.54	-	-	-	73.54
(ii) Projects Temporarily Suspended	-	-	-	-	-
Total	73.54	-	-	-	73.54

Note:- All the projects under CWIP are in-line with Original estimated Cost & Timeline. None of the projects are overdue as on 31 March 2022.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 3 OTHER NON CURRENT FINANCIAL ASSETS

(₹ in mn)

Particulars	As at	
	31 March, 2023	31 March, 2022
(a) Security deposits & Earnest money deposits	18.14	3.45
(b) Fixed Deposit with Bank	2.55	13.37
Total	20.69	16.82

NOTE 4 INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in mn)

Particulars	As at	
	31 March, 2023	31 March, 2022
(a) Raw Material	747.24	231.09
(b) Work in Progress	144.72	131.86
(c) Finished Goods	772.07	568.79
(d) Stores & Spares	5.41	2.85
Total	1,669.44	934.59

(a) For Inventories pledged as securities against borrowings, see Note 17

(b) The cost of inventories recognised as an expense during the year is disclosed in Note 24(a) and 24(b)

NOTE 5 INVESTMENT

(₹ in mn)

Particulars	As at	
	31 March, 2023	31 March, 2022
Investments at fair value through Profit and Loss		
Investments in Liquid Mutual Funds (Refer Note below)*	28.92	13.91
* Pledged against supplier financing limit of ₹ 10 cr. from Tata Capital financial services Limited		
Total	28.92	13.91

Details of Liquid Mutual Fund Holdings as on 31 March, 2023 as below :

(₹ in mn)

Particulars	As at 31 March, 2023		
	No. of Units	NAV (₹)	Market Value (₹ mn)
ICICI Short term Fund - Growth	5,72,369	50.53	28.92
TOTAL	5,72,369	50.53	28.92

(₹ in mn)

Particulars	As at 31 March, 2022		
	No. of Units	NAV (₹)	Market Value (₹ mn)
ICICI Short term Fund - Growth	2,91,022	47.79	13.91
TOTAL	2,91,022	47.79	13.91

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 6 TRADE RECEIVABLES

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Unsecured Considered good	709.36	738.96
Less:- Allowance for doubtful debts (Including Expected credit loss allowance)	(4.49)	(3.81)
Total	704.87	735.15

(i) Trade receivables are hypothecated against secured borrowings (Refer Note 17)

(ii) Movement in Allowance for doubtful receivables (Refer Note 31(b))

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Balance at the beginning of the year	(3.81)	(10.98)
Amounts written off / recovered during the year (net)	-	-
Changes in allowance for doubtful receivables	(0.68)	7.17
Balance at the end of the year	(4.49)	(3.81)

Refer note 1.21 for accounting policy on financial instruments.

(iii) Out of the above trade receivables, receivables from related party is ₹ 8.82 mn (Previous Year : ₹ 9.54 mn)

Note 6.1 Trade Receivables ageing schedule

As At 31 March, 2023

(₹ in mn)

Particulars	Not Due	Outstanding for following period from the Due date					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	380.56	261.70	33.45	25.75	3.49	4.41	709.36
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	380.56	261.70	33.45	25.75	3.49	4.41	709.36
Less : impairment loss allowance	-	-	-	-	-	-	(4.49)
Total	380.56	261.70	33.45	25.75	3.49	4.41	704.87

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

As At 31 March, 2022

(₹ in mn)

Particulars	Not Due	Outstanding for following period from the Due date					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	262.79	432.10	21.91	14.42	4.29	3.45	738.96
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	262.79	432.10	21.91	14.42	4.29	3.45	738.96
Less : impairment loss allowance	-	-	-	-	-	-	(3.81)
Total	262.79	432.10	21.91	14.42	4.29	3.45	735.15

NOTE 7 CASH AND CASH EQUIVALENTS

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Cash on hand	0.15	0.11
(b) Balances with Banks	7.50	-
(c) Fixed Deposit (Original Maturity less than three months)	100.00	-
Total	107.65	0.11

NOTE 8 OTHER BANK BALANCES

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Unpaid Dividend Account*	-	-
Fixed Deposit (Original Maturity more than three months)	133.15	18.58
Margin Money**	19.02	54.76
Total	152.17	73.34

*Less than ten thousand

** against LC

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 9 OTHER CURRENT FINANCIAL ASSETS

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Interest Accrued but not due on fixed deposit	-	0.08
(b) TDS Recoverable from NBFCs	0.78	0.45
(c) Fixed Deposits with Bank	-	6.64
Total	0.78	7.17

NOTE 10 OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOODS)

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Capital Advances		
- Considered Good	230.41	100.51
(b) Advances other than Capital Advances		
- Considered Good	194.20	255.39
(c) Prepaid expenses	9.51	17.53
(d) Balances with government authorities	141.26	37.25
Total	575.38	410.68

Out of the above Advances other than Capital Advances, advances to related party is ₹ 23.54 mn (Previous Year : ₹ 32.04 mn)

NOTE 11 EQUITY SHARE CAPITAL

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Authorised		
2,50,00,000 (Previous Year 2,50,00,000) Equity Shares of ₹ 10 each fully paid-up	250.00	250.00
Total	250.00	250.00
Issued, Subscribed and fully paid up		
2,02,96,110 (Previous year 1,52,22,010) Equity Shares of ₹ 10 each Fully paid-up	202.96	152.22
Total	202.96	152.22

a. The reconciliation of the number of shares outstanding and the amount of share capital as at 31 March, 2023 and 31 March, 2022 is set out below:

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares	₹ in mn	No. of Shares	₹ in mn
Numbers of shares at the Beginning	1,52,22,010	152.22	87,32,700	87.33
Add: Bonus shares issued during the year	-	-	43,66,350	43.66
Add: Shares issued during the year	50,74,100	50.74	21,22,960	21.23
Numbers of shares at the End	2,02,96,110	202.96	1,52,22,010	152.22

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

b. Terms / rights attached to Equity Shares

- i) The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Equity Shareholders are eligible to dividend proposed by the Board of Directors as approved by Shareholders in the ensuing Annual General Meeting.
- ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by holding / ultimate holding company and / or their subsidiaries / associates:

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares	₹	No. of Shares	₹
	NIL		NIL	

d. Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Shri Megharam Sagramji Choudhary	34,97,743	17.23	34,97,743	22.98
Shri Jayantiram Motiram Choudhary	11,78,915	5.81	11,78,915	7.74
Shri Dhruv Mahendrakumar Patel	25,80,810	12.72	25,80,810	16.95
Shri Hemant Rajnikant Shah	-	-	11,13,000	7.31
Shri Mahesh Himatlal Puj	11,13,000	5.48	11,13,000	7.31
Smt. Payal Kothari	11,60,291	5.72	11,60,291	7.62
Shri Manoj Singh Jadoun	-	-	11,13,000	7.31
Shri Arun Axaykumar Kothari	12,12,291	5.97	12,12,291	7.96

e. There are no calls unpaid on equity shares.

f. No equity shares have been forfeited.

g. Details of shares held by Promoters*

FY 2022-23

Particulars	As at 31 March, 2023		As at 31 March, 2022		% Change during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Shri Megharam Sagramji Choudhary	34,97,743	17.23	34,97,743	22.98	(5.74)
Shri Jayantiram Motiram Choudhary	11,78,915	5.81	11,78,915	7.74	(1.94)
Shri Dhruv Mahendrakumar Patel	25,80,810	12.72	25,80,810	16.95	(4.24)
Smt. Payal Kothari	11,60,291	5.72	11,60,291	7.62	(1.91)
Shri Arun Axaykumar Kothari	12,12,291	5.97	12,12,291	7.96	(1.99)
Shri Vishwa Jeet Jhanwar	2,800	0.01	2,800	0.02	(0.00)
Smt. Jyoti Rakesh Lahoti	1,50,000	0.74	1,50,000	0.99	(0.25)

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

FY 2021-22

Particulars	As at 31 March, 2022		As at 31 March, 2021		% Change during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Shri Megharam Sagramji Choudhary	34,97,743	22.98	18,27,000	20.92	2.06
Shri Jayantiram Motiram Choudhary	11,78,915	7.74	12,84,700	14.71	(6.97)
Shri Dhruv Mahendrakumar Patel	25,80,810	16.95	4,52,000	5.18	11.77
Smt. Payal Kothari	11,60,291	7.62	21,82,000	24.99	(17.37)
Shri Arun Axaykumar Kothari	12,12,291	7.96	-	-	7.96
Shri Vishwa Jeet Jhanwar	2,800	0.02	-	-	0.02
Smt. Jyoti Rakesh Lahoti	1,50,000	0.99	-	-	0.99
Shri Hemant Rajnikant Shah	Ref Note below **		9,92,000	11.36	(11.36)
Shri Mahesh Himatlal Puj	Ref Note below **		12,02,000	13.76	(13.76)
Shri Manoj Singh Jadoun	Ref Note below **		4,93,000	5.65	(5.65)
Smt. Leeladevi Choudhary	Ref Note below **		3,00,000	3.44	(3.44)

* Promoters include promoters group

** These persons not form part of promoters/promoters group

NOTE 12 OTHER EQUITY

(₹ in mn)

	Retained earnings	Security Premium	Total
Balance at the beginning of 01 April, 2022	584.92	548.20	1,133.12
Change in accounting policies or prior period errors	-	-	-
Restated balance as at 01 April, 2022	584.92	548.20	1,133.12
Equity Shares Issued during the year (net off issue expenses)	-	1,453.99	1,453.99
Net Profit / (Loss) for the period	442.07	-	442.07
Remeasurment of defined benefit plan	0.03	-	0.03
Dividend Paid	(10.15)	-	(10.15)
Balance at the end of 31 March, 2023	1,016.87	2,002.19	3,019.06
Balance at the beginning of 01 April, 2021	311.99	-	311.99
Change in accounting policies or prior period errors	-	-	-
Restated balance as at 01 April, 2021	311.99	-	311.99
Bonus Shares Issued during the period	(43.66)	-	(43.66)
Equity Shares Issued during the year (net off issue expenses)	-	548.20	548.20
Net Profit / (Loss) for the period	316.68	-	316.68
Remesurment of defined benefit plan	(0.09)	-	(0.09)
Balance at the end of 31 March, 2022	584.92	548.20	1,133.12

Note for Purposes of Reserves:

Retained Earnings: Retaining Earnings represents the amount that can be distributed by the Company as dividend considering the requirements of the companies Act, 2013.

Security Premium: The Amount received in excess of face value of the equity shares is recognised is Security Premium.

Note on Dividend

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

The Board of directors of the Company at their meeting held on 24 May, 2023 has recommended the final dividend of ₹ 0.5 per equity share, i.e., 5% on face value of ₹ 10/- per equity share respectively for FY 2022-23 subject to approval of shareholders in the ensuing Annual General Meeting.

Earlier, the Board at their meeting held on 09 November, 2022, had declared an Interim Dividend of ₹ 0.5/- per equity shares, i.e., 5% on face value of ₹ 10/- each. The said Interim Dividend was paid to all eligible shareholders. With this, the total dividend for FY 2022-23, including the proposed final dividend, amounts to ₹ 1/- per equity share of the face value of ₹ 10/- each.

NOTE 13 BORROWINGS

(₹ in mn)

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Non Current	Current	Non Current	Current
Secured				
a) Term Loans				
(i) From Banks	246.93	93.00	55.90	39.80
Unsecured				
a) From Financial Institutions	-	-	6.67	13.33
b) From Others	-	-	80.00	-
Less:- Transferred to Short Term Borrowings (Refer Note No. 17)	-	(93.00)	-	(53.13)
Total	246.93	-	142.57	-

Notes:

Loan Type	Amount outstanding		Security details	Repayment terms
	31 March, 2023	31 March, 2022		
State Bank of India (Term Loan-I AC-488)	-	7.96	Prime security : Hypothication of entire plant & machinery and all other fixed assets of the Company (Present & future). Collateral : WDV of various properties, Deposit, LIC policies. Personal guarantee of all the promoter directors.	13 equal monthly instalments of ₹ 6,30,000/- each and last installment of ₹ 3,10,000/- ending on March-2023.
State Bank of India (Term Loan-II AC-780)	5.55	12.46	Prime security : Hypothication of entire plant & machinery and all other fixed assets of the Company (Present & future). Collateral : WDV of various properties, Deposit, LIC policies. Personal guarantee of all the promoter directors.	22 equal monthly instalments of ₹ 5,70,000/- each and last installment of ₹ 4,60,000/- ending on Dec-2024.
State Bank of India (Term Loan-III AC-442)	12.90	20.59	Prime security : Hypothication of entire plant & machinery and all other fixed assets of the Company (Present & future). Collateral : WDV of various properties, Deposit, LIC policies. Personal guarantee of all the promoter directors.	34 equal monthly instalments of ₹ 6,30,000/- each and last installment of ₹ 4,10,000/- ending on Nov-2025.
State Bank of India (Term Loan-IV AC-889)	287.09	-	Prime security : Hypothication of entire plant & machinery and all other fixed assets of the Company (Present & future). Collateral : WDV of various properties, Deposit, LIC policies. Personal guarantee of all the promoter directors.	47 equal monthly instalments of ₹ 84,17,000/- each and last installment of ₹ 84,01,000/- ending on Aug-2027.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

Loan Type	Amount outstanding		Security details	Repayment terms
	31 March, 2023	31 March, 2022		
State Bank of India (GECL AC-318)	22.37	38.50	Second Charge on entire primary and collateral securities for GECL and GECL Extn facilities. Collateral : WDV of various properties, Deposit, LIC policies. Personal guarantee of all the promoter directors	*
State Bank of India (GECL Extention AC-527)	14.99	15.10	Second Charge on entire primary and collateral securities for GECL and GECL Extn facilities. Collateral : WDV of various properties, Deposit, LIC policies. Personal guarantee of all the promoter directors	36 equal monthly instalments of ₹ 4,20,000/- each, ending on Dec-2025.
Unsecured Loan Oxyzo Financial Services Private Limited	-	20.00	Unsecured	18 equal instalments of ₹ 11,11,111/-
Vehicle (Bus) Loan from HDFC Bank	-	0.74	Hypothecation of Vehicle (Bus)	36 equal monthly instalments of ₹ 42,075/- each commencing from Nov-2020.
Vehicle (Isuzu) Loan from HDFC Bank	-	0.35	Hypothecation of Vehicle (Isuzu)	50 equal monthly instalments of ₹ 16,100/- each commencing from Nov-2020.
Ind As - Adjustment	(2.97)	-		
Total	339.93	115.70		

Long Term Loan facility from banks carrying interest-rate ranging from 6 month MCLR+0.70% to 6 month MCLR+1.60% p.a. for different facilities .These facilities were repayable as per the repayment schedule.

NOTE 14 LEASE LIABILITIES

(₹ in mn)

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Non Current	Current	Non Current	Current
(a) Obligation under Lease Payable	-	-	2.33	0.84
Total	-	-	2.33	0.84

14.1 Details of Lease Liabilities

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Opening Balance	3.17	3.90
Add: Additions (Transitional impact on adoption of Ind AS 116)	-	-
Add: Interest recognised during the period	0.34	0.46
Less: Payment Made	(1.07)	(1.20)
Less: Deletion	(2.44)	-
Closing Balance	-	3.17

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 15 PROVISIONS

(₹ in mn)

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Non Current	Current	Non Current	Current
Provision for employee benefits				
(a) Provision for compensated absences	1.12	0.10	0.16	0.02
(b) Provision for gratuity (refer Note no 25(a))	4.69	0.17	3.24	0.05
Total	5.81	0.27	3.40	0.07

NOTE 16 DEFERRED TAX LIABILITIES (NET)

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Deferred Tax Liability		
Difference between book and tax depreciation	16.18	8.46
Others	-	-
	16.18	8.46
Deferred Tax Asset		
Disallowances under Income Tax	(1.53)	(1.12)
	(1.53)	(1.12)
Total	14.65	7.34

NOTE 17 CURRENT BORROWINGS

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Secured		
(a) Cash Credit - From Bank	564.69	440.75
(b) Current maturities of Long Term borrowings	93.00	53.13
Total	657.69	493.88

Notes:

Loan Type	Amount outstanding		Interest Rate	Security details
	31 March, 2023	31 March, 2022		
Cash Credit (742) facility from State Bank of India	564.69	449.88	1.40% over 6 months MCLR Rate	Prime security : Hypothecation of Stock, Book Debts and all other current assets of the unit (present & future). Collateral : WDV of various properties, Deposit , LIC policies. Personal guarantee of all the promoter directors.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

Loan Type	Amount outstanding		Interest Rate	Security details
	31 March, 2023	31 March, 2022		
Overdraft (201) facility from Karnataka Bank Limited	-	(5.54)	9.77% over 6 Months Treasury Bill	Prime security : Hypothecation of Stock, Book Debts of not more than 120 days and other current assets of the Company. Collateral : WDV of plant & machinery along with various properties, RD , Deposit , LIC policies. Personal guarantee of all the promoter directors. The limits have been taken over by State Bank of India.
Overdraft (408) facility from Bandhan Bank Limited	-	(3.59)	11.00 % (Fixed)	
Total	564.69	440.75		

NOTE 18 TRADE PAYABLES

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Trade payables *		
(a) Total outstanding dues of micro enterprises and small enterprises	10.71	7.72
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	730.38	376.90
Total	741.09	384.62

*outstanding due of creditor other than micro and small enterprises includes LC acceptance of ₹ 0.58 cr. as at 31 March, 2023 & ₹ 5.91 cr. as at 31 March, 2022.

"Out of the above trade payable, payable to related party is ₹ 0.78 mn (Previous Year : ₹ 1.35 mn)

Note 18.1 Trade Payables ageing schedule

Trade Payable ageing as on 31 March, 2023

(₹ in mn)

Particulars	Unbilled	Not Due	Outstanding for following period from the Due date				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) Micro, Small & Medium Enterprise	-	5.59	5.12	-	-	-	10.71
(ii) Others	13.30	175.41	534.06	7.54	0.07	-	730.38
(iii) Disputed Dues - Micro, Small & Medium Enterprise	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	13.30	181.00	539.18	7.54	0.07	-	741.09

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

Trade Payable ageing as on 31 March, 2022

(₹ in mn)

Particulars	Unbilled	Not Due	Outstanding for following period from the Due date				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) Micro, Small & Medium Enterprise	-	-	7.72	-	-	-	7.72
(ii) Others	6.36	95.82	273.67	1.05	-	-	376.90
(iii) Disputed Dues - Micro, Small & Medium Enterprise	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	6.36	95.82	281.39	1.05	-	-	384.62

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act,2006:

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Principal amount remaining unpaid to any supplier	10.71	7.72
Interest due thereon remaining unpaid to any supplier	0.05	0.11
The amount of Interest paid along with the amount of the payment made to the supplier beyond the appointed day	-	-
The amount of interest due and payable	0.05	0.11
The amount of interest accrued and remaining unpaid	0.05	0.11
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above and actually paid	0.05	0.11

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management during the year ended 31.03.2023. This has been relied upon by the auditors.

NOTE 19 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Creditors for Capital Goods \ Services	59.32	0.97
(b) Interest accrued but not due on borrowings	3.84	0.72
(C) Unpaid Dividend*	-	-
Total	63.16	1.69

* not due for credit to "Investors Education and Protection Fund"

*Less than ten thousand

NOTE 20 OTHER CURRENT LIABILITIES

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Statutory Remittances	3.17	1.35
(b) Advance from Customers	57.44	53.89
Total	60.61	55.24

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 21 CURRENT TAX LIABILITIES (NET)

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Provision for Taxation	62.15	101.60
(Net off Advance Tax of ₹ 85.33 mn as on 31 March, 2023 and ₹ 12.34 mn for 31 March, 2022)		
Total	62.15	101.60

NOTE 22 REVENUE FROM OPERATIONS

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
(a) Sale of products	5,464.73	3,838.59
(b) Other Operating Revenue *	59.23	30.93
Total	5,523.96	3,869.52

*Scrap Sales

NOTE 23 OTHER INCOME

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
(a) Interest income on Deposit & Others		
- Banks	18.82	4.75
- Others	1.08	0.20
(b) Export Incentive	1.65	1.17
(c) Foreign Exchange Gain (Net)	-	7.18
(d) Miscellaneous income	1.16	0.65
(e) Excess Provision no longer required	-	7.17
(f) Net Gain on Investment	1.24	0.11
Total	23.95	21.23

NOTE 24 (a) Cost of materials consumed

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Opening stock	231.09	216.64
Add: Purchases	5,178.15	3,577.08
Less: Closing stock	747.24	231.09
Total	4,662.00	3,562.63

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 24 (b) Changes in inventories of Finished Goods & WIP

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
At the end of the period:		
- Finished goods	772.07	568.79
- Work in Progress	144.72	131.86
At the beginning of the period:		
- Finished goods	568.79	201.96
- Work in Progress	131.86	21.95
Net Changes in Inventories	(216.14)	(476.73)

NOTE 25 EMPLOYEE BENEFITS EXPENSE

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
(a) Salaries and wages	84.61	52.80
(b) Contributions to provident and other funds	3.76	1.02
(c) Staff welfare expenses	10.52	7.50
(d) Gratuity Expenses (Refer Note no 25(a))	1.81	1.04
(e) Leave Encashment	1.05	0.10
Total	101.75	62.46

NOTE 25 (a) Details of Employee Benefits:

As per Ind AS-19 "Employee Benefits", the disclosure of employee benefits as defined in the accounting standards are given below:

I Defined Contribution Plans

(₹ in mn)

Particulars	2022-23	2021-22
Employers Contribution to Provident Fund	3.76	1.02
Total	3.76	1.02

II Defined Benefit Plans

The Employees Gratuity Fund Scheme, which is a defined benefit plan is unfunded.

The present value of the obligation is determined based on actuarial valuation using Projected Units Credit Method, which recognises each period of service as giving rise to additional units of employees benefit entitlement and measures each unit separately to buildup the final obligation.

- (a) Gratuity (Un-Funded) & Compensated Absences (Unfunded)

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(i) Reconciliation of Opening and Closing balances of the present value of the defined gratuity benefit obligation

(₹ in mn)

Particulars	Gratuity	
	Year ended 31 March, 2023	Year ended 31 March, 2022
Defined Benefit Obligation at the beginning of the period	3.29	2.13
Current & Past Service Cost	1.57	0.89
Current Interest Cost	0.24	0.15
Benefits Paid (if any)	(0.19)	-
Actuarial Gain / (Loss)	0.04	(0.12)
Contributions to Plan Assets	-	-
Defined Benefit Obligation at the end of the period	4.87	3.29

(ii) Reconciliation of Opening and Closing balance of the Fair Value of the Plan Assets

(₹ in mn)

Particulars	Gratuity	
	Year ended 31 March, 2023	Year ended 31 March, 2022
Fair Value of Plan Assets at the beginning of the period	-	-
Contributions by Employer	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain / (Loss)	-	-
Fair Value of Assets at the end of the period	-	-

(iii) Reconciliation of Present Value of Obligation & Fair Value of Plan Assets

(₹ in mn)

Particulars	Gratuity	
	Year ended 31 March, 2023	Year ended 31 March, 2022
Fair Value of Plan Assets at the end of the period	-	-
Present Value of Defined Benefit Obligation at end of the period	4.87	3.29
Liabilities / (Assets) recognised in the Balance Sheet	4.87	3.29

(iv) Expense recognised during the period

(₹ in mn)

Particulars	Gratuity	
	Year ended 31 March, 2023	Year ended 31 March, 2022
Current & Past Service Cost	1.57	0.89
Interest Cost	0.24	0.15
Expected Return on Plan Assets	-	-
Net Cost Recognised in Profit or Loss	1.81	1.04
Actuarial Gain / (Loss) recognised in other Comprehensive Income	0.04	(0.12)

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

The plan exposes the Company to actuarial risks such as: investment risk, interest rate risk, salary risk and longevity risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(v) Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	Gratuity	
	Year ended 31 March, 2023	Year ended 31 March, 2022
Mortality Table (LIC)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Discounting Rate	7.50%	7.25%
Attrition Rate	5.00%	5.00%
Salary growth rate	7.00%	7.00%
Return on Plan Assets	N.A.	N.A.

(vi) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(a) Change in Assumptions

Particulars	Gratuity	
	Year ended 31 March, 2023	Year ended 31 March, 2022
Discount rate	1.00%	1.00%
Salary Growth rate	1.00%	1.00%
Attrition rate/Expected working life	1.00%	1.00%

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(b) Impact on defined benefit obligation

Gratuity

(₹ in mn)

Particulars	Increase in Assumptions		Decrease in Assumptions	
	Year ended 31 March, 2023	Year ended 31 March, 2022	Year ended 31 March, 2023	Year ended 31 March, 2022
Discount rate	(0.55)	(0.38)	0.67	0.46
Salary Growth rate	0.67	0.45	(0.56)	(0.38)
Attrition rate	(0.03)	(0.03)	0.03	0.03

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(vii) The following payments are expected contribution to the defined benefit plan in future years

Gratuity

(₹ in mn)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Within the next 12 months i.e. 2023-24 (PY: 2022-23)	0.17	0.08
2024-25 (PY: 2023-24)	0.18	0.14
2025-26 (PY: 2024-25)	0.21	0.15
beyond 2026 (PY: beyond 2025)	15.91	10.34

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 26 FINANCE COST

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Interest Expenses		
- On Borrowings	71.38	37.62
- On Interest on Lease Liability	0.34	0.46
- On Others	10.46	15.54
Other Borrowing Cost	16.25	16.95
Total	98.43	70.57

NOTE 27 OTHER EXPENSES

(₹ in mn)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Consumption of Stores & Spares	53.48	35.47
Legal and professional	9.58	8.60
Repairing & Maintenance		
- Building	0.17	0.04
- Plant & Machinery	0.82	0.47
- Other Repair & Maintenance	0.59	0.57
Rent, Rates and Taxes	4.46	3.54
Security Expenses	2.64	1.76
Office Exp.	1.15	1.14
Foreign Exchange Loss	0.32	-
Power and fuel	60.30	30.40
Freight & Loading \ Unloading	47.66	29.81
Communication	0.56	0.50
Travelling and conveyance	8.10	1.32
Insurance Expense	3.47	1.73
Allowance for Doubtful Debts	0.67	-
Printing & Stationary Expenses	1.31	0.73
Contractor & Job Work Charges	45.08	34.10
Payments to Auditors*	0.75	0.30
Sales Promotion Expense	17.10	0.69
Expenditure on CSR (Refer Note no 34)	5.50	2.80
Directors Sitting Fees	2.52	1.06
Miscellaneous and other Expenses	19.08	9.22
Total	285.31	164.25
*Payable to Auditor:		
For Audit fee	0.65	0.25
For Tax Audit	0.10	0.05
TOTAL	0.75	0.30

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 28 EARNINGS PER SHARE (BASIC & DILUTED)

(₹ in mn)

Particulars		Year ended 31 March, 2023	Year ended 31 March, 2022
Profit/(Loss) attributable to Owners of the Company		442.07	316.68
Amount available for calculation of Basic and Diluted EPS	- (a)	442.07	316.68
Weighted Average No. of Equity Shares Outstanding for Basic & Diluted EPS	- (b)	1,95,59,323	1,40,41,296
Basic and Diluted Earnings Per Share of ₹ 10/- Each (In ₹)	- (a) \ (b)	22.60	22.55

NOTE 29 - RATIOS

As at 31 March 2023

(₹ in mn)

Sr. No	Ratio	UoM	Formulas	Numerator	Denominator	Current Period	Previous Period	% Deviation	Reason for Variance
1	Current Ratio	Times	Current Assets/ Current Liabilities	3,239.21	1,584.97	2.04	2.10	(2.47%)	
2	Debt-to-equity Ratio	Times	Total debt/ Shareholder's Equity	908.46	3,222.04	0.28	0.50	(43.12%)	Increase in profit & Equity had resulted favourable Debt equity ratio
3	Debt Service Coverage Ratio	Times	Earning Available for Debt Service/ Debt Service	560.21	135.31	4.14	4.63	(10.68%)	
4	Return on Equity Ratio	Percentage	Net Profit After Taxes/Avg. Shareholder's Equity	442.07	2,253.69	19.62%	37.60%	(47.83%)	Though profit had increased but return on Equity had decrease due to increase in equity on fresh shares issued by the Company
5	Inventory Turnover Ratio	Times	Net Sales/ Avg. Inventory	5,523.96	1,302.02	4.24	5.62	(24.54%)	
6	Trade Receivables Turnover Ratio	Times	Net Sales/ Avg. Account Receivables	5,523.96	720.01	7.67	6.53	17.56%	

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(₹ in mn)

Sr. No	Ratio	UoM	Formulas	Numerator	Denominator	Current Period	Previous Period	% Deviation	Reason for Variance
7	Trade Payables Turnover Ratio	Times	Net Credit Purchases/ Avg. Trade Payable	5,462.79	562.86	9.71	9.41	3.13%	
8	Net capital turnover Ratio	Times	Net Sales/ Avg. Working Capital	5,523.96	1,395.63	3.96	5.09	(22.17%)	
9	Net profit Ratio	Percentage	Net Profit/ Net Sales	442.07	5,523.96	8.00%	8.18%	(2.21%)	
10	Return on Capital employed Ratio	Percentage	Earning Before interest and taxes/Capital Employed = Tangible net worth + Total Debt + DTL	695.28	4,140.26	16.79%	25.9%	(35.16%)	<i>Though earning had increased but return on capital employed ratio had decreased as capital employed as on 31.03.23 includes ₹ 1,215.99 mn of CWIP for project.</i>
11	Return on Investment	Percentage	Income from Investment/ Weighted average Investment	1.24	21.42	5.79%	1.58%	266.09%	<i>Last year the investment income had accrued for 3 months only as compared to 12 months current year hence the percentage had improved in this year.</i>

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

NOTE 30 - RELATED PARTY DISCLOSURE:

(A) List of Related Parties

(i) Key Management Personnel	
Name	Designation
1 Mr. Hemant R Shah	(Director) (Upto 30 September, 2021)
2 Mr. Mahesh H Puj	(Director) (Upto 30 September, 2021)
3 Mr. Manoj Singh Jadoun	(Director) (Upto 30 September, 2021)
4 Mr. Dhruv M Patel	(Whole-time director) (w.e.f 14 September, 2021)
5 Mr. Megharam S Choudhary	(Whole-time director) (w.e.f 14 September, 2021)
6 Mr. Jayantiram M Choudhary	(Chairman & Non-executive director) (w.e.f 14 September, 2021)
7 Mr. Arun A Kothari	(Managing Director & CFO) (w.e.f 14 September, 2021)
8 Mr. Kailash Nath Bhandari	(Non-executive Independent director) (w.e.f 19 October, 2021)
9 Mr. Pranay Ashok Surana	(Non-executive Independent director) (w.e.f 19 October, 2021)
10 Mrs. Komal Lokesh Khadaria	(Non-executive Independent director) (w.e.f 19 October, 2021)
11 Mr. Shyam Agrawal	(Non-executive Independent director) (w.e.f 19 October, 2021)
12 Mr. Pavan Kumar Jain	(Company Secretary) (w.e.f 14 September, 2021)
(ii) Person having significant influence / control over the reporting entity or the relative of KMP	
1 Mrs. Payal Kothari	
(iii) Enterprises over which Key Managerial Personnel or their relatives or the person having significant influence / control over the reporting entity are able to exercise significant influence / control	
1 Ambaji Import Private Limited (Upto 30 September, 2021)	
2 Ambaji Infracon Private Limited (Upto 30 September, 2021)	
3 Ambaji Warehouse Park (Upto 30 September, 2021)	
4 Asian Metal Industries - Ahmedabad	
5 Flotek Engineering	
6 P K Enterprise	
7 S.J Enterprise (Upto 30 September, 2021)	
8 Sovox Renewables Private Limited	
9 Sunshine Enterprises	
10 Asian Metal Industries - Gandhidham	
11 Dwarka Metal Corporation	
12 Metal Industrial Corporation	
13 Venus Metal and Tubes	
14 Godavari Metal Corporation	
15 Kamlesh Metal and Tubes LLP	

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(B) Transaction with related parties during the period:

(₹ in mn)

Description of the nature of the transactions	KMP		Person having significant influence / control over the reporting entity or the relative of KMP		Entities over KMP or their relatives or the person having significant influence / control over the reporting entity exercise significant influence / control	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
I. Purchase of goods/services						
1 P K Enterprise	-	-	-	-	-	29.60
2 Flotek Engineering	-	-	-	-	-	103.59
3 Asian Metal Industries, Gandhidham	-	-	-	-	4.37	212.72
4 Dwarka Metal Corporation	-	-	-	-	5.33	116.22
5 Metal Industrial Corporation	-	-	-	-	-	0.41
6 Venus Metal and Tubes	-	-	-	-	-	0.56
II. Purchase of Fixed Assets						
1 Asian Metal Industries, Gandhidham	-	-	-	-	-	2.43
2 Sunshine Enterprises	-	-	-	-	25.00	-
III. Sale of goods/services						
1 S.J. Enterprise	-	-	-	-	-	72.75
2 Asian Metal Industries, Ahmedabad	-	-	-	-	1.16	1.41
3 P K Enterprise	-	-	-	-	-	25.98
4 Asian Metal Industries, Gandhidham	-	-	-	-	4.47	18.24
5 Dwarka Metal Corporation	-	-	-	-	11.82	51.01
6 Metal Industrial Corporation	-	-	-	-	-	14.00
7 Venus Metal and Tubes	-	-	-	-	-	7.09
8 Godavari Metal Corporation	-	-	-	-	-	0.94
9 Kamlesh Metal and Tubes LLP	-	-	-	-	-	0.10
IV. Expenses Incurred						
1 Sunshine Enterprises	-	-	-	-	1.07	1.20
2 Jayantiram Choudhary	0.36	0.13	-	-	-	-
3 Arun Kothari	3.31	1.77	-	-	-	-
4 Megharam Choudhary	2.65	1.44	-	-	-	-
5 Dhruv Patel	2.65	1.44	-	-	-	-
6 Kailash Nath Bhandari	0.32	0.13	-	-	-	-
7 Pranay Ashok Surana	0.43	0.14	-	-	-	-
8 Komal Lokesh Khadaria	0.43	0.14	-	-	-	-
9 Shyam Agrawal	0.18	0.13	-	-	-	-
10 Pavan Kumar Jain	0.55	0.25	-	-	-	-
V. Net Receipt/(Payment) of Unsecured Loan						
1 Ambaji Import Private Limited	-	-	-	-	-	(13.28)
2 Ambaji Infracon Private Limited	-	-	-	-	-	4.73
3 Ambaji Warehouse Park	-	-	-	-	-	37.10
4 Dhruv M Patel	-	(2.24)	-	-	-	-
5 PK Enterprise	-	-	-	-	-	(20.53)
6 Payal Kothari	-	-	-	(0.40)	-	-
7 Sovox Renewables Private Limited	-	-	-	-	-	(4.00)
8 Sunshine Enterprises	-	-	-	-	-	(4.28)
9 Asian Metal Industries, Gandhidham	-	-	-	-	-	(23.96)

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(C) Outstanding with the related parties at the end of the period:

(₹ in mn)

Description of the nature of the transactions	KMP		Person having significant influence / control over the reporting entity or the relative of KMP		Entities over KMP or their relatives or the person having significant influence / control over the reporting entity exercise significant influence / control	
	31 March, 2023	31 March, 2022	31 March, 2023	31 March, 2022	31 March, 2023	31 March, 2022
I. Amount Due from related parties (Dr)						
1 Asian Metal Industries, Gandhidham	-	-	-	-	32.36	31.75
2 Dwarka Metal Corporation	-	-	-	-	-	9.77
3 Venus Metal and Tubes	-	-	-	-	-	0.06
II. Amount Due to related parties (Cr)						
1 Sunshine Enterprises	-	-	-	-	-	0.09
2 Jayantiram Choudhary	0.07	0.09	-	-	-	-
3 Arun Kothari	0.15	0.28	-	-	-	-
4 Megharam Choudhary	0.13	0.25	-	-	-	-
5 Dhruv Patel	0.13	0.25	-	-	-	-
6 Kailash Nath Bhandari	0.06	0.08	-	-	-	-
7 Pranay Ashok Surana	0.07	0.09	-	-	-	-
8 Komal Lokesh Khadaria	0.07	0.09	-	-	-	-
9 Shyam Agrawal	0.05	0.09	-	-	-	-
10 Pavan Kumar Jain	0.05	0.04	-	-	-	-

NOTE 31 - FINANCIAL INSTRUMENTS

(a) Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument.

Financial Instruments - Accounting Classification and Fair Value Measurements

The fair value of the financial assets and liabilities are included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short terms deposits, trade and other short receivables, trade payables , other current liabilities , short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameter such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level: 1 Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 Other techniques for which all inputs which have a significant effect on the recorded fair value are observables, either directly or indirectly

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

Level 3 Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

As at 31 March, 2023

(₹ in mn)				
Financial assets	Total carrying value	Level 1	Level 2	Level 3
At FVTPL				
Investments	28.92	28.92	-	-
At Amortised Cost				
Trade Receivables	704.87	-	-	-
Cash and cash equivalents	107.65	-	-	-
Bank balances other than cash and cash equivalents	152.17	-	-	-
Other Non-Current Financial Assets	20.69	-	-	-
Other Current Financial Assets	0.78	-	-	-
	1,015.08	28.92	-	-

(₹ in mn)				
Financial liabilities	Total carrying value	Level 1	Level 2	Level 3
At Amortised Cost				
Non current borrowings	246.93	-	-	-
Current borrowings	657.69	-	-	-
Trade payables	741.09	-	-	-
Creditors for Capital Goods\Services	59.32	-	-	-
Interest accrued but not due on borrowings	3.84	-	-	-
	1,708.87	-	-	-

As at 31 March, 2022

(₹ in mn)				
Financial assets	Total carrying value	Level 1	Level 2	Level 3
At FVTPL				
Investments	13.91	13.91	-	-
At Amortised Cost				
Trade Receivables	735.15	-	-	-
Cash and cash equivalents	0.11	-	-	-
Bank balances other than cash and cash equivalents	73.34	-	-	-
Other Non-Current Financial Assets	16.82	-	-	-
Other Current Financial Assets	7.17	-	-	-
	846.50	13.91	-	-

(₹ in mn)				
Financial liabilities	Total carrying value	Level 1	Level 2	Level 3
At Amortised Cost				
Non current borrowings	142.57	-	-	-
Current borrowings	493.88	-	-	-
Trade payables	384.62	-	-	-
Creditors for Capital Goods \ Services	0.97	-	-	-
Interest accrued but not due on borrowings	0.72	-	-	-
Obligation under Lease Payable	3.17	-	-	-
	1,025.93	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(b) FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:

The Company's principal financial liabilities, other than derivatives, borrowings, comprise trade and other payables and advances from Customers. The Company's principal financial assets include Investment, loans and advances, trade and other receivables and cash and bank balances that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial assets will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The Company monitors the risks arising out of long term debt on a regular basis with the help of the treasury team. Further the Company may enter into derivatives if the exposure arising out of these risks exceeds significantly

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposits with bank/financial institutions.

Interest Rate Risk Exposure:

The Exposure of the Company to change in interest rate at the end of reporting periods are as follows:

Particulars	(₹ in mn)	
	31 March, 2023	31 March, 2022
Financial liabilities		
Variable Rate Borrowings	904.62	535.36
Fixed Rate Borrowings	-	21.09
Total	904.62	556.45

Sensitivity

Profit & loss is sensitive to higher/lower interest expense from borrowing as a result of change in interest rate

Particulars	(₹ in mn)	
	Impact on profit	
	31 March, 2023	31 March, 2022
Interest Rate increase by 100 basis points	(9.05)	(5.35)
Interest Rate decrease by 100 basis points	9.05	5.35

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The Company monitors the risks arising out of same on a regular basis with the help of the treasury team. Further the Company may enter into derivatives if the exposure arising out of these risks exceeds significantly.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

As on period end date, summary of the foreign exposure outstanding is as under.

(₹ in mn)

	As at 31 March, 2023		As at 31 March, 2022	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
US\$	3.33	3.65	2.78	0.92
Equivalent ₹	274.07	299.93	210.61	70.04
Euro	0.10	0.13	-	-
Equivalent ₹	9.01	11.88	-	-

The Company's exposure to foreign currency arises where the Company holds monetary assets and liabilities denominated in a currency different to the functional currency, with US dollar & Euro being the non-functional currency. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rate, liquidity and other market changes.

The results of Company's operations may be affected largely by fluctuations in the exchange rates between the Indian Rupee against the US dollar & Euro. The foreign exchange rate sensitivity is calculated by the aggregation of the net foreign exchange rate exposure with a simultaneous parallel foreign exchange rates shift in the currencies by 10% against the functional currency of the Company.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion in to functional currency, due to exchange rate fluctuations between the previous reporting period and the current reporting period.

(₹ in mn)

Particulars	Currency	Change in rate	Effect on profit before tax and pre-tax equity
31-Mar-23			
Based on YOY change between FY 2022-23 & FY 2021-22	US\$	+10%	(2.59)
	US\$	-10%	2.59
	EUR	+10%	(0.29)
	EUR	-10%	0.29
31-Mar-22			
Based on YOY change between FY 2021-22 & FY 2020-21	US\$	+10%	14.06
	US\$	-10%	(14.06)
	EUR	+10%	-
	EUR	-10%	-

Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). Company deals with reputed manufactures hence chances of credit risk is minimised to that extent. Further part portion of the order is taken in advance, hence credit risk is already mitigated to that extent.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(₹ in mn)

As at 31 March, 2023	Not Due	Less than 1 Year	More than 1 Year & less than 3 Year	More than 3 Year	Total
Gross carrying amount	380.56	295.15	29.24	4.41	709.36
Expected credit losses (Less allowance provision)	-	-	-	-	(4.49)
Carrying amount of trade receivable (net of loss allowance)	380.56	295.15	29.24	4.41	704.87

(₹ in mn)

As at 31 March, 2022	Not Due	Less than 1 Year	More than 1 Year & less than 3 Year	More than 3 Year	Total
Gross carrying amount	262.79	454.01	18.71	3.45	738.96
Expected credit losses (Less allowance provision)	-	-	-	-	(3.81)
Carrying amount of trade receivable (net of loss allowance)	262.79	454.01	18.71	3.45	735.15

Reconciliation of loss allowance provision :	Trade Receivables
Loss allowance on 31 March, 2022	(3.81)
Changes in loss allowance (Net)	(0.68)
Loss allowance on 31 March, 2023	(4.49)

Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date for outstanding customers.

Financial Instruments and Cash Deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

Liquidity Risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

(₹ in mn)

Particulars	As at 31 March, 2023				
	<1 year	1-3 Years	3-5 Years	> 5 Years	Total
Non - Current					
Borrowings	-	220.76	26.17	-	246.93
Current					
Borrowings	657.69	-	-	-	657.69
Trade Payable	741.09	-	-	-	741.09
Creditors for Capital Goods \ Services	59.32	-	-	-	59.32
Interest accrued but not due on borrowings	3.84	-	-	-	3.84
Total	1,461.94	220.76	26.17	-	1,708.87

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(₹ in mn)

Particulars	As at 31 March, 2022				
	<1 year	1-3 Years	3-5 Years	> 5 Years	Total
Non - Current					
Borrowings	-	58.81	83.76	-	142.57
Obligation under Lease Payable	-	2.04	0.29	-	2.33
Current					
Borrowings	493.88	-	-	-	493.88
Trade Payable	384.62	-	-	-	384.62
Creditors for Capital Goods \ Services	0.97	-	-	-	0.97
Interest accrued but not due on borrowings	0.72	-	-	-	0.72
Obligation under Lease Payable	0.84	-	-	-	0.84
Total	881.03	60.85	84.05	-	1,025.93

NOTE 32 - DISCLOSURE PURSUANT TO IND AS 12 "INCOME TAXES"

The major components of income tax expense for the year ended 31 March, 2023 and year ended 31 March, 2022 :

(₹ in mn)

Particulars	31 March, 2023	31 March, 2022
Profit and (loss) section:		
Current tax :		
Current income tax charge	147.48	109.01
Deferred tax :		
Relating to origination and reversal of temporary differences	7.30	3.09
Income tax reported in the statement of profit and loss	154.78	112.10

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March, 2023 and 31 March, 2022:

(₹ in mn)

Particulars	31 March, 2023	31 March, 2022
Accounting profit before tax from continuing operations	596.85	428.78
Statutory Income Tax Rate	25.17%	25.17%
Tax at Statutory Income Tax Rate	150.22	107.91
Tax Effects of:		
Inadmissible expenses or expenses treated separately	10.28	8.15
Allowable Expense	(13.02)	(7.05)
Current Tax Expense of Earlier Year	-	-
Deferred Tax	7.30	3.09
Tax as per Statement of Profit and Loss	154.78	112.10

NOTE 33 - CAPITAL MANAGEMENT

The Company considers the following components of its Balance Sheet to be managed capital:

1. Total equity – Share Capital, Retained Profit/ (Loss) and Other Equity.
2. Working capital.

The Company manages its capital so as to safeguard its ability to continue as a going concern. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

day-to-day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditor, and market confidence and to sustain future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The management monitors the requirement of capital to meet the operational cost of the Company from time to time and infuse the capital through sub-ordinate debt, which is classified as other equity.

(₹ in mn)

Summary of quantitative data of the capital of the Company	As at 31 March, 2023	As at 31 March, 2022
Borrowings		
Long term and Short term borrowings	811.62	583.32
Current maturities of Long term borrowings	93.00	53.13
Less: Cash and cash equivalents	(107.65)	(0.11)
Less: Investment in Marketable instruments	(28.92)	(13.91)
Adjusted net debt	768.05	622.43
Total Equity		
Equity - Issued and paid up capital	202.96	152.22
Other Equity -Sub-ordinate debts	3,019.08	1,133.12
TOTAL	3,222.04	1,285.34
Adjusted net debt to adjusted equity ratio	0.24	0.48

NOTE 34 - CSR EXPENDITURE:

Details of CSR expenditure is as below:

(₹ in mn)

Particulars	2022-23	2021-22
Shortfall at the beginning of year	-	-
Amount required to be spent during the year	5.32	2.75
Amount actually spent	5.50	2.80
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	5.50	2.80
Shortfall at the end of year	-	-
Nature of CSR Activity	Promoting Education & Healthcare	Promoting Education & Healthcare

NOTE 35 - OTHER NOTES

35.1 (i) Contingent Liabilities

(₹ in mn)

Particulars	31 March, 2023	31 March, 2022
A Duty on Import against Advance licenses for Export obligation	235.59	260.31
B Duty on Import against EPCG licenses for Export obligation	179.63	-

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(ii) Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

(₹ in mn)		
Particulars	31 March, 2023	31 March, 2022
A Estimated amount of contract remaining to the executed on capital accounts	243.96	97.53

35.2 Significant events that have occurred during the current reporting period i.e. 2022-23:

- i) The Company has completed its Initial Public Offering (IPO) of 5,074,100 equity shares of face value of ₹ 10/- each for cash at an issue price of ₹ 326/- per equity share aggregating to ₹ 1,654.15 mn, having fresh issue of 5,074,100 equity shares. The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on 24 May, 2022.

The utilisation of IPO proceeds is summarised below:

(₹ In mn)				
Sr. No.	Item Heads	Projected utilisation	Amount Utilised up to 31 March, 2023	Total unutilised amount as on 31 March, 2023
1	Financing the project cost towards capacity expansion and backward integration for manufacturing of Hollow Pipes	1,079.45	883.28	196.17
2	To meet the long term working capital requirements	250.00	250.00	-
3	General corporate purposes	149.46	149.46	-
4	Issue Expenses**	175.24	175.24	-
	Total*	1,654.15	1,457.98	196.17

*₹ 1457.98 mn has been utilised as on 31 March, 2023, and the balance amount is still lying in the bank account and FD.

**Includes ₹ 25.50 mn of GST amount

35.3 The Company has taken portion of factory land under operating lease. Effective 01 April, 2019, the Company has adopted Ind AS 116 and applied to its leases, retrospectively, with the cumulative effect of initially applying the standard on the date of initial application (01 April, 2019). Accordingly, the Company has not restated comparative information and recognised right-of-use assets at an amount equal to the lease liability. Refer Note 2 for details of right-of-use assets and Note 14.1 for details of Lease Liability. Interest on lease liability ₹ 0.34 mn in 2022-23 & ₹ 0.46 mn in 2021-22 has been included in Finance Costs and depreciation on right-of-use assets has been included in Depreciation and amortisation expense for the period. Henceforth the Company acquired the land on 22 February, 2023 and therefore the lease liability stands closed.

35.4 Segment information

(a) Description of segment

The board of directors of the Company is identified as chief operating decision maker (CODM) monitors the operating result of the Company. CODM has identified only one reportable segment as the Company involved in manufacturing \ trading of Pipes, tubes & steel. The operations of the Company are located in India.

(b) Information about geographical areas

(i) Revenue from External Customers

(₹ in mn)		
Particulars	31 March, 2023	31 March, 2022
India	5,225.94	3,465.04
Outside India	298.02	404.48
	5,523.96	3,869.52

Revenue from external customer is allocated based on the location of customers.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

(ii) **Non-current Assets**

Particulars	(₹ in mn)	
	31 March, 2023	31 March 2022
India	1,814.50	287.15
Outside India	-	-
	1,814.50	287.15

Non-current assets include property, plant and equipment, capital work in progress, intangible assets, Rou Assets. It is allocated based on the geographic location of the respective assets.

35.5 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13 November, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

35.6 Balances of Sundry Creditors, Sundry debtors, Loans & advances, etc. are subject to confirmation and reconciliation, if any.

35.7 Additional Regularly Information

A. Title deed of immovable property:

The title deeds of all the immovable properties are held in the name of the Company. Except disclosed in note no 2.

B. Valuation of Property Plant & Equipment, intangible asset:

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

C. Details of benami property held:

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

D. Borrowing secured against current assets

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

E. Wilful defaulter:

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

F. Relationship with struck off companies:

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

G. Registration of charges or satisfaction with Registrar of Companies (ROC):

There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

H. Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

NOTES TO THE FINANCIAL STATEMENTS (CONTD.)

I. Utilisation of borrowed funds and share premium:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

J. Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

K. Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

L. Utilisation of borrowings availed from banks and financial institutions:

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

For Maheshwari & Co
Chartered Accountants
Firm Reg. No.: 105834W

Ramesh Totla
Partner
Membership No. : 416169

Place: Surat
Date: 24 May, 2023

For and on behalf of the Board of Directors of
Venus Pipes & Tubes Limited

Mr. Megharam S Choudhary
Director
Din: 02617107

Mr. Arun Kothari
(MD & CFO)
Din: 00926613

Place: Gandhidham
Date: 24 May, 2023

Mr. Dhruv M Patel
Director
Din: 07098080

Mr. Pavan Jain
(Company Secretary)
Membership No: A66752

Place: Gandhidham
Date: 24 May, 2023



VENUS PIPES & TUBES LIMITED

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