



SMC CAPITALS LIMITED

A- 401/402 , Lotus Corporate Park,
Jai Coach Junction, Off Western Express
Highway, Goregaon(E), Mumbai 400063.
Tel : (B) +91-22-66481818
Fax : +91-22-67341697
CIN No. : U74889DL1994PLC063201

November 24, 2021

To,
The Board of Directors
Venus Pipes & Tubes Limited
(Formerly Known as Venus Pipes & Tubes Private Limited)
Survey No. 233/2 and 234/1, Village: Dhaneti,
Bhuj, Kutch – 370020,
Gujarat – India

Dear Sir/Madam,

Sub: Proposed initial public issue of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Venus Pipes & Tubes Limited (the “Company” and such offer, the “Issue”)

We, the undersigned, do hereby consent to act as a Book Running Lead Manager to the Issue and our name being inserted as the ‘Book Running Lead Manager’ or ‘BRLM’ to the Issue in the draft red herring prospectus (“**DRHP**”) to be filed with the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**”, and together with the BSE, the “**Stock Exchanges**”) and the Red Herring Prospectus (the “**RHP**”) and the Prospectus (the “**Prospectus**”) which the Company intends to file with the Registrar of Companies, Gujarat (the “**RoC**”), the SEBI and the Stock Exchanges and in any other Issue-related documents.

The following information in relation to us may be disclosed:



Logo:

Name: SMC Capitals Limited

Address: A- 401/402, Lotus Corporate Park, Off Western Express Highway, Jai Coach Signal,
Goregaon (East), Mumbai - 400063

Contact person: Mr. Satish Mangutkar/ Mr. Ankur Sharma

Telephone number: 022 - 66481818

Fax number: 022 - 67341697

E-mail ID: ipo.venus@smccapitals.com

Website: www.smccapitals.com

Compliance Officer: Ms. Vaishali Gupta

Investor grievance email id: investor.grievance@smccapitals.com

SEBI registration number: MB/ INM000011427

CIN: U74899DL1994PLC063201

We further confirm that the above information in relation to us is true and correct.

We confirm that we are registered with SEBI as a Category I – Merchant Banker *and* as on date our registration is valid. We also confirm that as on date, we have not been prohibited by SEBI to act as an intermediary in a capital markets issue. We further confirm that we have not been debarred from functioning by any regulatory authority, court or tribunal. A copy of our registration certificate is enclosed as **Annexure A**. Relevant details in relation to our registration with SEBI are included in **Annexure B**.

We also confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.



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We confirm that we will immediately inform the Company of any changes to the information stated in this letter until the date when the Equity Shares receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any communication in this regard, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares issued pursuant to the Issue on the Stock Exchanges.

Further, except as disclosed below, as on the date of the DRHP, we confirm that we and our associates do not hold any Equity Shares of the Company.

'NIL'

This letter may be relied on by the Company and the legal counsel in relation to the Issue. We authorize you to deliver this letter of consent to SEBI, the Stock Exchanges, the RoC pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013 and the rules and regulations made there under, or any other governmental or regulatory authority as may be required.

All capitalized terms not defined herein would have the same meaning as attributed to them in the DRHP of the Company.

Yours faithfully,

For **SMC Capitals Limited**

Authorized Signatory

Name: Satish Mangutkar

Designation: Vice President – Investment Banking

Place: Mumbai

Encl.: As above

CC:

Legal Counsel to the Issue

L&L Partners

(formerly Luthra and Luthra Law Offices)

20th Floor, Tower 2

Unit A2, One International Centre (formerly Indiabulls Finance Centre)

Elphinstone Road

Senapati Bapat Marg, Lower Parel

Mumbai 400 013

Maharashtra, India

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Annexure B

November 24, 2021

TO WHOMSOEVER IT MAY CONCERN

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Venus Pipes & Tubes Limited (the “Company” and such offer, the “Issue”)

Please find below the details in relation to us under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended:

1.	SEBI Registration Number	:	INM000011427
2.	Date of registration/ renewal of registration	:	31st October 2014 (Permanent Registration)
3.	Date of expiry of registration	:	The certificate of registration is valid for permanent unless suspended or cancelled by the Board
4.	If applied for renewal, date of application	:	NA
5.	Any communication from SEBI prohibiting us from acting as an intermediary	:	No
6.	Any enquiry/ investigation being conducted by SEBI	:	No
7.	Details of any penalty imposed by the SEBI	:	Nil

Yours faithfully,

For **SMC Capitals Limited****Authorized Signatory****Name:** Satish Mangutkar**Designation:** Vice President – Investment Banking

