

ARUN AXAYKUMAR KOTHARI

Add: Plot No. 364, Lilashah Nagar, Gandhidham-370201
Mob:9824230902 Email: arun@venuspipes.com,

1. CONSENT LETTER FROM NON-INDEPENDENT DIRECTOR

Date: 24 DEC 2021

To,

The Board of Directors
Venus Pipes and Tubes Limited
Formerly Known as Venus Pipes and Tubes Private Limited
Cin-U74140GJ2015PLC082306
Survey No. 233/2 and 234/1 Dhaneti
BHUIJ Kachchh GJ 370020 IN

SMC Capitals Limited
A-401/402, Lotus Corporate Park,
Jai Coach Junction, Off WE Highway,
Goregaon (East),
Mumbai 400063,
Maharashtra, India

SMC Capitals Limited, book running lead manager that has been appointed in connection with the Issue, the "Book Running Lead Managers")

Dear Sir/Madam,

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

I hereby give my consent to my name being included as Managing Director in the Draft Red Herring Prospectus ("DRHP") to be filed by the Company with the Securities and Exchange Board of India, ("SEBI"), and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges"), the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Gujarat ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Issue. I also authorise you to deliver a copy of this letter of consent to the RoC, the Stock Exchanges or any other regulatory authority required by law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Issue Documents.

I confirm that the information in this certificate is true, fair, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"). In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Issue Closing Date.

This certificate is for information and for inclusion (in part or full) in the DRHP, the RHP and the Prospectus filed in relation to the Issue (collectively, the "Issue Documents") or any other Issue-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Issue. I hereby consent to the submission of

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this certificate as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

A copy of my PAN Card is attached herewith in **Annexure A**.

Sincerely,



[Director]

Name: ARUN AXAYKUMAR KOTHARI

Designation: Managing Director

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

SenapatiBapat Marg, Lower Parel

Mumbai 400 013

Maharashtra, India

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Annexure A.

रखाई लेखा संख्या /PERMANENT ACCOUNT NUMBER
AFAPK5287N

नाम /NAME
ARUN AXAYKUMAR KOTHARI

पिता का नाम /FATHER'S NAME
AXAYKUMAR MADANLAL KOTHARI

जन्म तिथि /DATE OF BIRTH
29-08-1977

हस्ताक्षर /SIGNATURE
Arun Kothari

आयकर आयुक्त, गुज. 1, अहमदाबाद
COMMISSIONER OF INCOME-TAX,
GUJ.-1, AHMEDABAD

इस कार्ड के खो / मिल जाने पर कृपया जारी करने
वाले प्राधिकारी को सूचित / वापस कर दें
आयकर आयुक्त, गुजरात - 1,
आश्रम भवन,
आश्रम रोड,
अहमदाबाद - 380 009.

In case this card is lost/found, kindly inform/return to
the issuing authority :

Commissioner of Income-tax, Gujarat - 1,
Aayakar Bhawan,
Ashram Road,
Ahmedabad - 380 009.

Arun