

**I. CONSENT LETTER FROM INDEPENDENT DIRECTOR**

Date: 23/11/2021

To,

**The Board of Directors**

**Venus Pipes & Tubes Limited**

Survey No. 233/2,234/1 Village: Dhaneti,  
Bhuj – Bhachau Highway,  
Kutch – 370020,  
Gujarat – India

**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 Offer, the “**Book Running Lead Manager**”)

Dear Sir/Madam,

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

I hereby give my consent to my name being included as an [Independent 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 Offer. 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 Offer 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 Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer 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 Offer (collectively, the “**Offer Documents**”) or any other Offer-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 Offer. I hereby consent to the submission of this certificate



CS (DR.) SHYAM AGRAWAL

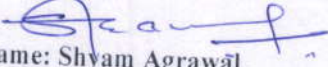
Contact No : 9314923452 [info@shyamagrawal.com](mailto:info@shyamagrawal.com)

Add: Tara Sadan , Mahamandir Bagh, Ramlila Maidan, Sikar, Rajasthan-332001

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,



Name: Shyam Agrawal

Designation: Independent Director

Date:

Cc:

**Legal Counsel to the Offer**

**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