

Date: December 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,  
Dhaneti, Bhuj,  
Kachchh, Gujarat – 370020

Dear Sir/Madam,

**Sub: 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”)**

We, **L&L Partners**, hereby consent to act as the Legal Advisor Counsel to the Company and the Book Running Lead Manager for the Issue and consent to our name and the details mentioned herein, being inserted as the Legal Advisor to the Company and the Book Running Lead Manager in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Issue Documents**”) to be filed with the Securities and Exchange Board of India (“**SEBI**”) and the stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”) and the Registrar of Companies, Gujarat, at Ahmedabad (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges.

We hereby authorize you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue.

Name: **L&L Partners**  
Address: 1<sup>st</sup> and 9<sup>th</sup> Floor, Ashoka Estate,  
Barakhamba Road, New Delhi, 110001  
Tel: 011 4121 5100

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

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead manager to the Issue (“**Book Running Lead Manager**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Manager can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.

This consent letter is for information and for inclusion (in part or full) in the Issue Documents or any other Issue-related material, and may be relied upon by the Company and the Book Running Lead Manager in relation to the Issue. We hereby consent to the submission of this consent letter 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 Manager and in accordance with applicable law.

We also consent to the submission of this certificate as may be necessary, to any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

We 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.

**L&L PARTNERS, NEW DELHI**

1<sup>st</sup> & 9<sup>th</sup> Floors, Ashoka Estate,

24 Barakhamba Road, New Delhi 110 001, India

T: +91 11 4121 5100 | F: +91 11 2372 3909 | E: delhi@luthra.com | W: www.luthra.com

**NEW DELHI | MUMBAI | BENGALURU | HYDERABAD**



All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents, as the case may be.

Yours faithfully,

A handwritten signature in blue ink that reads "L&amp;L Partners". The signature is written in a cursive style and is underlined with a single blue line.

**L&L Partners\***  
(Formerly, Luthra & Luthra Law Offices)

**Cc:**

**SMC Capitals Limited**  
401/402, Lotus Corporate Park,  
Off Western Express Highway, Jai Coach Signal,  
Goregaon (East), Mumbai - 400063  
Maharashtra, India