

ANNEXURE C

CONSENT FROM CORPORATE SELLING SHAREHOLDER

Date: 5th May, 2023

To

Axis Capital Limited

1st Floor, Axis House, C-2 Wadia International Center
Pandurang Budhkar Marg
Worli, Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Finance Centre
G-Block, Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
Maharashtra, India

HSBC Securities and Capital Markets (India) Private Limited

52/60, Mahatma Gandhi Road
Fort, Mumbai 400 001
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

(Axis Capital Limited, Citigroup Global Markets India Private Limited, HSBC Securities and Capital Markets (India) Private Limited, JM Financial Limited and any other book running lead managers appointed by the Company are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

and

The Board of Directors

R R Kabel Limited
Ram Ratna House, Utopia City
P. B. Marg, Worli
Mumbai – 400 013
Maharashtra, India



Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of R R Kabel Limited (the "Company" and such initial public offering, the "Offer")

Corporate Information

We, Ram Ratna Wires Limited, a company incorporated under the laws of India [Note to draft: Insert jurisdiction of incorporation], having our registered office at Ram Ratna House, Victoria Mill Compound, Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra - 400013, do confirm that we hold 13,64,480 Equity Shares, representing 1.23% of the pre-Offer equity share capital of the Company, on a fully diluted basis.

The certified true copy of resolutions of our board of directors dated April 12, 2023 authorizing the proposed offer and sale of up to 13,64,480 equity shares in the Offer is attached in **Schedule I**. The information in **Schedule I** is true and correct. We further confirm that except as stated above, no other corporate or statutory approvals are required to be obtained by us in relation to the Offer and sale of the Equity Shares in the Offer.

Consents

We hereby consent to the inclusion of up to 13,64,480 Equity Shares (the "Offered Shares") held by us in the Company as part of the Offer for Sale, subject to the terms of the Offer and the approval of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and along with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer.

We hereby consent to the inclusion of our name as a selling shareholder and any other information contained in this certificate (in part or full) as required under the SEBI ICDR Regulations, the Companies Act, 2013 and rules made thereunder, as amended and other applicable laws in the 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 are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (the "RoC") and thereafter file with SEBI and the Stock Exchanges and any other materials or documents related to the Offer.

We confirm that we will immediately inform in writing of any changes to the above information to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We 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 consent letter is for the information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer related material and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs including submission of this certificate for the purpose of any defense the BRLMs may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents or as required by applicable laws or a court or by any governmental or competent regulatory authority in accordance with applicable law.

All capitalised terms used herein but not defined shall have the same meaning to them in Offer Documents.

Yours faithfully,
Ram Ratna Wires Limited


A circular blue ink stamp with the text 'RAM RATNA WIRES LTD.' around the perimeter and a small star at the bottom.

Authorized Signatory

Enclosed: As above

cc:

Khaitan & Co
One World Center
10th and 13th Floors, Tower 1C
841, Senapati Bapat Marg
Mumbai – 400 013
Maharashtra, India

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brunton Road
Bengaluru 560 025
Karnataka, India

White & Case
88 Market Street #41-01
CapitaSpring
Singapore 048948

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RAM RATNA WIRES LIMITED AT THEIR MEETING HELD ON WEDNESDAY, 12TH APRIL, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT RAM RATNA HOUSE, VICTORIA MILL COMPOUND, PANDURANG BUDHKAR MARG, WORLI, MUMBAI - 400013 HELD THROUGH VIDEO CONFERENCING (VC).

CONSIDERATION AND APPROVAL OF SALE OF INVESTMENT HELD IN R R KABEL LIMITED:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, the Board of Directors of the Company do hereby approves:

(i) the offer for sale of up to 13,64,480 equity shares of face value of Rs. 5 each of R R Kabel Limited ("**RR Kabel**") and such equity shares (the "**Equity Shares**") held by the Company to be offered for sale, as part of the proposed initial public offering of RR Kabel (the "IPO"), at such price per Equity Share as may be fixed and determined by RR Kabel in consultation with the book running lead managers (the "BRLMs") to the IPO, within the price band as determined by RR Kabel in consultation with the Company, other selling shareholders and BRLMs, to categories of persons in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, the Companies Act, 2013 and/or other provisions of law as may be prevailing at that time and in such manner as may be determined (including by means of the book building process as prescribed by Securities and Exchange Board of India), subject to the consent of the Securities and Exchange Board of India, Reserve Bank of India, the Registrar of Companies and/or such other approvals, permissions and sanctions of all other concerned authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, which may be agreed to by the Board of the Company, which term shall be deemed to include any committee of the Board; and

(ii) for the purposes of giving effect to resolution (i) above, Shri Tribhuvanprasad Kabra, Chairman, and/or Shri Mahendrakumar Kabra, Managing Director, and/or Shri Hemant Kabra, President & CFO (Executive Director), and/or Shri Rajeev Maheshwari, DGM Commercial and / or Shri Saurabh Gupta Company Secretary of the Company be and are hereby authorized, individually, to take the following steps for and on behalf of the Company:

- a) to approve the number of Equity Shares to be offered by the Company as part of the offer for sale in the IPO;



- b) to approve, if required, the price band for the offer for sale in the IPO along with RR Kabel, in consultation with the BRLMs, and to approve any modifications, variations and alterations thereto;
- c) to approve the appointment and entry into arrangements with the BRLMs, underwriters to the IPO, syndicate members to the IPO, brokers to the IPO, escrow collection bankers to the IPO, registrars, accountants, legal advisors and any other agencies/intermediaries or persons:
- d) to sign and execute any document(s), including consent(s), declaration(s), certificate(s), undertaking(s), letter(s), agreement(s), offer documents including Draft Red Herring Prospectus ("DRHP"), red herring prospectus ("RHP"), and the prospectus ("Prospectus") as may be required in relation to the offer for sale of the Equity Shares held by the Company:
- e) to incur expenses in relation to the IPO and permit RR Kabel or the BRLMs and other agencies to incur expenses on behalf of the Company for the Company's offer for sale in the IPO and make reimbursement for such expenses:
- f) to approve, if required, the timing and all the terms and conditions of the transfer of the Equity Shares and to accept any amendments, modifications, variations or;
- g) to delegate any of the authorities set out herein and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, allocation and transfer of the shares as permissible in accordance with the relevant law; and
- h) to execute, sign, deliver, and perform all such other instructions, acts, deeds, matters and things in relation to the aforesaid offer for sale as fully and effectually in all respects as could be done by the law.

RESOLVED FURTHER THAT a certified copy of this resolution be furnished, as may be required, under the signature of any one Director of the Company or the Company Secretary."

**Certified to be true
For Ram Ratna Wires Limited**


**Saurabh Gupta
Company Secretary
ACS 53006**

