

To,

**The Board of Directors**

**R R Kabel Limited**

Ram Ratna House, Victoria Mill Compound  
Pandurang Budhkar Marg, Worli  
Mumbai 400 013  
Maharashtra, India

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

We, JM Financial Services Limited, do hereby consent to act as a syndicate member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") and any other material used in connection with the Offer (together, the "Offer Documents") which the Company intends to file, with the Registrar of Companies, Maharashtra at Mumbai (the "RoC"), the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), as applicable and in any publicity matter, press release, presentation or any other documents in relation to the Offer.

We hereby authorise 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 Offer Documents and any other documents in relation to the Offer:

Name:	JM Financial Services Limited
Address:	Ground Floor, 2,3&4, Kamanwala Chambers, Sir P.M. Road, Fort, Mumbai – 400001, Maharashtra, India
Telephone number:	+91 22 6136 3400
E-mail:	tn.kumar@jmfl.com / sona.verghese@jmfl.com
Website:	www.jmfinancialservices.in
Contact Person:	T N Kumar / Sona Verghese
SEBI Registration Number:	INZ000195834

Logo:



We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any material respect. We confirm that the information in this consent is adequate to enable investors to make a well-informed decision, to the extent that such information with respect to us is relevant to the prospective investor to make a well-informed decision. We agree to keep the information regarding the Offer strictly confidential.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("**Book Running Lead Managers**") 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 Managers and the legal advisors to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in Offer Documents or any other Offer - related material, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer.

**JM Financial Services Limited**

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T:91 22 6136 3400. F: 91 2266 5902

Regd. Office: 7th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

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 to the public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

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

Yours faithfully,

For and on behalf of JM Financial Services Limited

  


**Authorized signatory**

Name: T N Kumar

Date:

**Cc:**

**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**

7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025, Maharashtra, India

**Khaitan & Co**

10<sup>th</sup> & 13<sup>th</sup> Floors, Tower 1C  
One World Centre, 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

**White & Case**

88 Market Street #41-01, CapitaSpring,  
Singapore 048948

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**Annexure A**

1. Registration Number:	INZ000195834
2. Date of registration / Renewal of registration:	Date of registration – August 29, 2018
3. Date of expiry of registration:	NA
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting JM Financial Services Limited from acting as syndicate member:	None
6. Any enquiry/investigation being conducted by SEBI:	None
7. Period up to which registration/ renewal fees has been paid:	NA
8. Details of any penalty imposed	No monetary penalty imposed by SEBI during last one year.

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