

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 10<sup>th</sup> MEETING (F.Y. 2023-24) OF THE BOARD OF DIRECTORS OF R R KABEL LIMITED HELD ON WEDNESDAY 6<sup>th</sup> SEPTEMBER 2023 AT SHORTER NOTICE THROUGH VIDEO CONFERENCING AT RAM RATNA HOUSE VICTORIA MILL COMPOUND PANDURANG BUDHKAR MARG WORLI MUMBAI-400013 AT 9:00 P.M.**

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**APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY**

**“RESOLVED THAT** subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and applicable provisions of the Companies Act, 1956, if any, the applicable provisions of the SEBI Act, 1992, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and other regulations issued by the SEBI, the red herring prospectus dated September 6, 2023 (the “RHP”), in respect of the initial public offer of equity shares of face value of ₹5 each (the “Equity Shares”) comprising a fresh issue of certain number of Equity Shares aggregating up to ₹1,800.00 million (“Fresh Issue”) and an offer for sale of up to 17,236,808 Equity Shares by certain existing shareholders of the Company, (“Selling Shareholders”) (“Offer for Sale” and together with the Fresh Issue, the “Offer”) by the Company, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead managers to the Offer (“BRLMs”), within the price band to be decided by the Company in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws.”

**RESOLVED FURTHER THAT** Shri Shreegopal Rameshwarlal Kabra, Managing Director, Shri Satishkumar Agarwal, Chief Strategy Officer and Shri Himanshu Navinchandra Parmar, Company Secretary and Compliance Officer be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.”

**RESOLVED FURTHER THAT** each of the directors of the Company and the chief financial officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

**RESOLVED FURTHER THAT**, Shri Shreegopal Rameshwarlal Kabra, Managing Director, Shri Satishkumar Agarwal, Chief Strategy Officer and Shri Himanshu Navinchandra Parmar, Company Secretary and Compliance Officer be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect.

**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any director or the Company Secretary of the Company and Compliance Officer, be forwarded to the concerned authorities for necessary action."

Certified to be true  
For R R Kabel Limited



**Himanshu Parmar**  
Company Secretary  
FCS No. 10118