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Initial Public Offer of equity shares on the main board of the Stock Exchanges in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

RR KABEL LIMITED

Our Company was originally incorporated as 'Ram Ratna Agro-Plast Limited' at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 6, 1995, issued by RoC and commenced operations pursuant to a certificate of commencement of business dated June 29, 1995. Subsequently, the name of our Company was changed to 'RR Kabel Limited' and a fresh certificate of incorporation dated November 8, 2000 was issued by the RoC. For details in relation to the changes in the name and registered office of our Company, see 'History and Certain Corporate Matters' beginning on page 235 of the RHP.  
Registered Office: Ram Ratna House, Victoria Mill Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 013, Maharashtra, India  
Corporate Office: Alembic Business Park (West), Ground Floor, Bhailal Amin Marg, Gorwa, Vadodra 390 003, Gujarat, India, Contact Person: Himanshu Navinchandra Parmar, Company Secretary and Compliance Officer, E-mail: investorrelations.rrkl@rrglobal.com; Website: www.rrkabel.com; Telephone: +91 22 24949009; Corporate Identity Number: U28997MH1995PLC085294



(Please scan this QR code to view the Red Herring Prospectus)

THE PROMOTERS OF OUR COMPANY ARE TRIBHUVANPRASAD RAMESHWARLAL KABRA, SHREEGOPAL RAMESHWARLAL KABRA, MAHENDRAKUMAR RAMESHWARLAL KABRA, KIRTIDEVI SHREEGOPAL KABRA, TRIBHUVANPRASAD KABRA HUF, KABRA SHREEGOPAL RAMESHWARLAL HUF AND MAHENDRA KUMAR KABRA HUF

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF R R KABEL LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹1,800.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 754,417 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY MAHENDRAKUMAR RAMESHWARLAL KABRA, UP TO 754,417 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY HEMANT MAHENDRAKUMAR KABRA, UP TO 754,417 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY SUMEET MAHENDRAKUMAR KABRA, UP TO 707,200 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY KABEL BUILDCON SOLUTIONS PRIVATE LIMITED, UP TO 1,364,480 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY RAM RATNA WIRES LIMITED AND UP TO 12,901,877 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY TPG ASIA VII SF PTE. LTD. (COLLECTIVELY THE "SELLING SHAREHOLDERS") (SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹108.00 MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). OUR COMPANY AND INVESTOR SELLING SHAREHOLDER, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT OF ₹[●] PER EQUITY SHARE) TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING UNDER THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER AND NET OFFER SHALL CONSTITUTE [●]% AND [●]%, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE			
NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
Mahendrakumar Rameshwarlal Kabra	Promoter Selling Shareholder	Up to 754,417 Equity Shares	5.42
Hemant Mahendrakumar Kabra	Promoter Group Selling Shareholder	Up to 754,417 Equity Shares	7.05
Sumeet Mahendrakumar Kabra	Promoter Group Selling Shareholder	Up to 754,417 Equity Shares	7.68
Kabel Buildcon Solutions Private Limited	Promoter Group Selling Shareholder	Up to 707,200 Equity Shares	1.65
Ram Ratna Wires Limited	Other Selling Shareholder	Up to 1,364,480 Equity Shares	1.62
TPG Asia VII SF Pte. Ltd.	Investor Selling Shareholder	Up to 12,901,877 Equity Shares	270.08

\* As certified by the Independent Chartered Accountant, by way of their certificate dated September 6, 2023.

RR Kabel Limited operates in the Indian consumer electrical industry (comprising wires and cables and fast moving electrical goods ("FMEG")), with an operating history of over 20 years in India.

The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations  
QIB Portion: Not more than 50% of the Net Offer | Non-Institutional Portion: Not less than 15% of the Net Offer  
Retail Portion: Not less than 35% of the Net Offer  
Employee Reservation Portion: Up to [●] Equity Shares aggregating up to ₹ 108.00 million

PRICE BAND: ₹ 983 TO ₹ 1,035 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH.  
THE FLOOR PRICE IS 196.60 TIMES AND THE CAP PRICE IS 207.00 TIMES THE FACE VALUE OF THE EQUITY SHARES.  
THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FINANCIAL YEAR 2023 FOR THE COMPANY AT THE HIGHER END OF THE PRICE BAND IS AS HIGH AS 60.63 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 57.59 TIMES.  
BIDS CAN BE MADE FOR A MINIMUM OF 14 EQUITY SHARES AND IN MULTIPLES OF 14 EQUITY SHARES THEREAFTER.  
A DISCOUNT OF ₹ 98 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated September 7, 2023, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for the Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), disclosed in 'Basis for the Offer Price' section on pages 120 to 130 of the RHP.

In making an investment decision, potential investors must only rely on the information included in the Red Herring Prospectus and the terms of the Offer, including the risks involved and not rely on any other external sources of information about the Offer available in any manner.

RISKS TO INVESTORS

- Concentration risk:** We derive most of our revenue from operations from the manufacture and supply of wires and cables segment. For Fiscals 2021, 2022 and 2023 and three months ended June 30, 2022 and June 30, 2023, revenue from operations from our wires and cables segment amounted to ₹25,202.47 million, ₹41,112.71 million, ₹49,585.32 million, ₹11,058.27 million and ₹14,230.82 million, which accounted for 92.52%, 93.74%, 88.56%, 89.47% and 89.09%, respectively of our total revenue from operations in such periods.
- Dependency of raw material:** Our operations are dependent upon the price and availability of the raw materials that we require for the production of our wires and cables and FMEGs. The following table sets forth the details of our total cost of materials and our consumption of copper and aluminium for the periods indicated:

	For Fiscal			For Three Months ended June 30,	
	2021	2022	2023	2022	2023
Cost of Materials Consumed as a Percentage of Total Expenses (%)	84.71%	86.11%	81.24%	85.36%	79.02%
Consumption of Copper and Aluminium as a Percentage of Cost of Materials Consumed (%)	84.62%	84.05%	82.40%	82.80%	82.72%

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- **Foreign Exchange Risk:** Our revenue from operations from outside India geographical segment, constituted 21.54%, 22.97%, 22.69%, 27.80% and 26.94% of our revenue from operations in Fiscals 2021, 2022 and 2023 and three months ended June 30, 2022 and June 30, 2023, respectively. Depreciation of the Indian Rupee against the USD, the Euro, the British Pound and other foreign currencies may adversely affect our results of operations by increasing the cost of the raw materials we import or any proposed capital expenditure in foreign currencies. We are also exposed to the concentration risk of relying on a few distributors for our distribution to the overseas markets.
- We are dependent on our five manufacturing facilities for the production of all of our wires and cables and approximately 37% of our fast moving electrical goods products (by value). Any disruption, breakdown or shutdown of our manufacturing facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows.
- **Working Capital & Capital Expenditure Requirements:** We have substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements. For Fiscals 2021, 2022 and 2023 and three months ended June 30, 2022 and June 30, 2023, our capital expenditures, were ₹463.08 million, ₹846.26 million, ₹1,831.07 million, ₹853.12 million and ₹313.90 million, respectively. For Fiscals 2021, 2022 and 2023 and three months ended June 30, 2022 and June 30, 2023, our working capital, were ₹6,686.91 million, ₹8,123.44 million, ₹8,465.44 million, ₹7,940.83 million and ₹9,002.37 million, respectively.
- **Competition Risk:** We face significant competition in our business from other manufacturers and suppliers of cables and wires and fast moving electrical good products. The wires and cables and fast moving electrical good industries are highly competitive with the presence of many national and regional players (manufacturers, traders, suppliers and importers etc.), competing on the basis of factors such as products, price, customer service, post sales services, quality and delivery.
- **Loss in Fast Moving Electric Good Business:** For Fiscals 2021, 2022 and 2023 and three months ended June 30, 2022 and June 30, 2023, the fast moving electrical good segment loss before tax and interest amounted to ₹(300.64) million, ₹(298.41) million, ₹(695.30) million, ₹(148.78) million and ₹(169.53) million, respectively. We expect our fast moving electrical good business to continue to be operated at a loss and we may not be able to achieve and sustain profitability.
- **Market Risk:** The Offer Price, market capitalization to revenue from operations multiple and price to earnings ratio based on the Offer Price of our Company may not be indicative of the market price of the Company on listing or thereafter.

Particulars	Ratio vis-à-vis Floor price (i.e. ₹ 983)	Ratio vis-à-vis Cap price (i.e. ₹ 1,035)
	(In multiples, unless otherwise specified)	
Market Capitalization to Revenue from Operations	1.98	2.09
Price to Earnings Ratio	57.59	60.63
Price to Revenue from Operations Ratio	1.98	2.09
Price to Earnings Ratio of Nifty 50 index as on September 5, 2023	22.33	

**Note:**

- 1 *Market capitalization has been computed as the product of number of shares outstanding assuming full subscription to Gross Offer with the floor price or cap price, as applicable*
  - 2 *Revenue from Operations is provided for the Financial Year, 2023.*
  - 3 *P/E Ratio has been computed based on the floor price or cap price, as applicable, divided by the diluted EPS for the financial year ended 2023.*
- **Weighted Average Return on Net Worth for Fiscals 2023, 2022 & 2021 is 14.78%.**
  - **Our Company will not receive any proceeds from the Offer for Sale.**
  - **Weighted average cost of acquisition, floor price and cap price**

Types of transactions	Weighted average cost of acquisition (₹ per share)	Floor price (i.e. ₹ 983)	Cap price (i.e. ₹ 1,035)
Weighted average cost of acquisition (WACA) of Primary Issuances	N.A.	N.A.	N.A.
Weighted average cost of acquisition (WACA) of Secondary Transactions	973.74*	1.01 times	1.06 times

**Note: As certified by the Independent Chartered Accountant, by way of their certificate dated September 7, 2023.**

***\*Since there were no secondary transactions involving our Promoters, members of the Promoter Group, Selling Shareholders or shareholders with right to nominate directors on our Board, excluding gifts, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in the last 18 months preceding the date of the Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days, the information has been disclosed for price per share of our Company based on the last five transactions secondary transactions (where promoter/promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board), are a party to the transaction, not older than three years prior to the date of the RHP irrespective of the size of the transaction***

- **Average cost of acquisition of Equity Shares held by the Promoters and Selling Shareholders ranges from ₹0.62 to ₹270.08 per Equity Share and Offer Price at upper end of the Price Band is ₹ 1,035 per Equity Share.**
- **The four BRLMs associated with the Offer have handled 61 public issues in the past three years, out of which 20 issues closed below the offer price on listing date.**

Name of BRLMs	Total Issues	Issues closed below IPO Price on listing date
Axis Capital Limited*	20	8
Citigroup Global Markets India Private Limited*	5	1
HSBC Securities and Capital Markets (India) Private Limited*	-	-
JM Financial Limited*	15	3
Common issues of above BRLMs	21	8
<b>Total</b>	<b>61</b>	<b>20</b>

*\*Issues handled where there were no common BRLMs*

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INOX GREEN ENERGY SERVICES LIMITED

CIN: L45207GJ2012PLC070279

Regd. Off.: Survey No. 1837 & 1834 At Moje Jetalpur, 2<sup>nd</sup> Floor, Old Padra Road,Vadodara, Gujarat-390007

Phone: 0265-6198111 | Fax: 0265-2310312 | Email: investor@inoxgreen.com | Website: www.inoxgreen.com

NOTICE TO SHAREHOLDERS REGARDING 11<sup>th</sup> ANNUAL GENERAL MEETING AND E-VOTING INFORMATION

Notice is hereby given that the **Eleventh Annual General Meeting (AGM) of the Company** will be held on **Friday, September 29, 2023 at 12:30 P.M. (IST)** through **Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)** facility in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') read with relevant Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ('SEBI'). Members will be able to attend the AGM through VC/ OAVM facility only.

The Notice of 11<sup>th</sup> AGM and the Annual Report of the Company for the Financial Year 2022-23 has been sent only through electronic mode to those Members whose email addresses are registered with the Company or Depositories. These documents are also available on the websites of the Company; [www.inoxgreen.com](http://www.inoxgreen.com), Stock Exchanges i.e. BSE Limited; [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited; [www.nseindia.com](http://www.nseindia.com) and National Securities Depository Limited (NSDL); [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Annual Report of the Company for the Financial Year 2022-23 can be accessed at <https://inoxgreen.com/PDF/Inox%20Green%20Energy%20AR%202022-23.pdf>.

The Company has arranged e-Voting facility ('remote e-Voting' and 'e-Voting during the AGM') for all its Members holding shares in physical or demat mode, as on the Cut-off date i.e. Friday, September 22, 2023 through the e-Voting platform of NSDL in respect of the Resolutions to be passed at the AGM. Only Members holding shares of the Company as on the above mentioned Cut-off date shall be entitled to avail the e-Voting facility. Voting rights (for e-Voting facility) shall be reckoned on the paid-up value of the shares registered in the name of the Member(s) of the Company as on the Cut-off date. All eligible Members are requested to note following schedule of e-Voting facility:

Particulars	Date
Date of completion of dispatch of Notice and Annual Report for FY 2022-23	September 7, 2023
Date and time of commencement of remote e-Voting	September 25, 2023 at 09:00 A.M
Date and time of end of remote e-Voting	September 28, 2023 at 05:00 P.M.
Date of e-Voting during AGM	September 29, 2023
Date of declaration of result	Within 2 working days of conclusion of AGM

All eligible Members and persons who become Members of the Company after the dispatch of the Notice may follow the instructions for e-Voting facility, manner of attending/ joining AGM through VC/ OAVM and registering/ updating email address and phone number of Members as mentioned in the Notice of AGM. The Members who cast their vote by remote e-Voting may attend the Meeting through VC/ OAVM but shall not be entitled to cast their vote again during the AGM. Vote once casted by the Member shall not be allowed to be changed subsequently. Please note that remote e-Voting shall be disabled by the NSDL beyond the date and time specified in the above schedule.

Members having any grievance connected with e-voting may contact Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, "A" Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) (call at 022 – 48867000/24997000).

By order of the Board  
For Innox Green Energy Services Limited  
Sd/-  
(Manoj Shambhu Dixit)  
Whole-time Director

Place : Noida  
Date : September 7, 2023



Veranda

VERANDA LEARNING SOLUTIONS LIMITED

(CIN : L74999TN2018PLC125880)

Registered office: Old No 54, New No 34, Thirumalai Pillai Road, T. Nagar, Chennai-600017

NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING AND REMOTE E-VOTING INFORMATION

Notice is hereby given that the 5<sup>th</sup> Annual General Meeting ("AGM") of the members of **Veranda Learning Solutions Limited ("the Company")** will be held on **Friday, 29th September 2023, at 12:00 Noon. through Video Conference ("VC")/Other Audio Visual Means ("OAVM")** to transact the Ordinary and Special Business as set out in the Notice of the 5<sup>th</sup> AGM, in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the General Circulars, Circular No: 02/2022 dated 5<sup>th</sup> May 2022 read with Circular No. 20/2020 dated 5<sup>th</sup> May 2020 issued by Ministry of Corporate Affairs ("MCA") and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circular') and SEBI Circular dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021, 13<sup>th</sup> May 2022 and 5<sup>th</sup> January 2023 ('SEBI Circulars') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In Compliance with the above circulars, electronic copy of Annual Report along with the Notice of AGM for the financial year 2022-23 will be sent only to the shareholders whose email addresses are registered with the Company/Depository Participant(s). These documents are available and can be downloaded from the Company's website <https://www.verandalearning.com/web/index.php/general-meeting>, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

Manner of Casting vote(s) through e-voting:

The Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM through Remote e-voting or e-voting system at the AGM provided by CDSL.

All the members are informed that:

a. The Cut-off date to determine the eligibility to vote by electronic means or at the AGM is **Friday, 22<sup>nd</sup> September 2023.**

b. Remote e-voting shall commence on **Tuesday, 26<sup>th</sup> September, 2023 From 9:00 A.M.(IST) and ends on Thursday, 28<sup>th</sup> September, 2023 at 5:00 P.M.(IST)** after which e-voting platform shall be disabled by CDSL.

c. Members who shall be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

d. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

e. Any Person, who acquires shares of the Company and becomes a Member of the Company after the Notice has sent electronically by the Company and holds shares as of the cut-off date; may obtain the login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting their votes.

Manner of registering/uploading email address:

If you have not registered your email address with the Company/Depository you may please follow the below instructions for obtaining the login details for e-voting.

a. In case shares are held in Demat mode, Please contact the Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP.

b. Please keep your updated email ID registered with the Company/Depository Participant to receive timely communication.

Joining the AGM through VC/OAVM:

The Members will be provided with the facility to attend the AGM through VC/OAVM through CDSL e-voting system. The detailed instructions and steps to be followed for attending the AGM are explained in the Notice of the AGM.

The Company has appointed Mr. K Sridhar, Practising Company Secretary, as the scrutinizer to scrutinize both the Remote e-voting process and e-voting at the AGM in a fair and transparent Manner.

The Results shall be declared within two working days of the conclusion of the AGM and the consolidated Scrutinizer's Report, shall be placed on the website of the Company <https://www.verandalearning.com/web/index.php/general-meeting> and on the website of CDSL <https://www.evotingindia.com/> and on the website of the BSE Limited (BSE) <https://www.bseindia.com/> and National Stock Exchange of India Limited (NSE) <https://www.nseindia.com/>

Pursuant to Section 91 of the Companies Act, 2013, and all other applicable laws, the Register of Members and Share Transfer books of the Company shall remain closed from Friday, 22<sup>nd</sup> September 2023 to Friday, 29<sup>th</sup> September 2023 for the purpose of AGM.

In case of any queries or grievances relating to electronic voting, members may contact to Mr. Rakesh Dalvi, Senior Manager (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurx, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800225533.

For Veranda Learning Solutions Limited  
Sd/-  
**M. Anantharamakrishnan**  
Company Secretary & Compliance Officer

Place: Chennai  
Date: 07-09-2023

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BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE : TUESDAY, SEPTEMBER 12, 2023\*

BID/OFFER OPENS ON : WEDNESDAY, SEPTEMBER 13, 2023

BID/OFFER CLOSING ON : FRIDAY, SEPTEMBER 15, 2023#

ASBA#

Simple, Safe, Smart way of Application!!!

# Applications supported by blocked amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.

UPI

UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying for amount upto ₹ 5,00,000/-, applying through Registered Brokers, Syndicate Dps and RTAs. UPI Bidder also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by UPI Bidders. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" beginning on page 816 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPIsyes&intmid=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPIsyes&intmid=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPIsyes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). RiBS Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited have been appointed as Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the Book Running Lead Managers ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail ID: [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in).

Bidders/Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021 and any subsequent press releases in this regard.

Contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see the section "History and Certain Corporate Matters" on page 235 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, please see the section entitled "Material Contracts and Documents for Inspection" on page 463 of the RHP.

Liability of the members of our Company: Limited by shares

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 4,751,859,437.00 consisting of 120,000,000 Equity Shares of face value of ₹ 5 each aggregating to ₹ 600,000,000.00 and 3,843,140 Preference Shares of ₹ 1,080.33 each, aggregating to ₹ 4,151,859,437.00. The issued, subscribed and paid-up share capital before the Offer of the Company is ₹ 555,344,280.00 consisting of 111,068,856 equity shares of face value of ₹ 5 each. For details, please see the section entitled "Capital Structure" beginning on page 81 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The names of the signatories of the Memorandum of Association of our Company are Rameshwarlal Kabra, late Satyanarayan Loya, Mahendrakumar Rameshwarlal Kabra, Shreegopal Rameshwarlal Kabra, Kirtidev Shreegopal Kabra, late Ashok S Loya and late Dinesh Modani. For details of the share capital history and capital structure of our Company, please see the section entitled "Capital Structure" beginning on page 81 of the RHP.

Listing: The Equity Shares that will be offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated June 9, 2023, each. For the purposes of the Offer, BSE is the Designated Stock Exchange. A copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 463 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 411 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 413 of the RHP for the full text of the disclaimer clause of NSE.

Disclaimer Clause of BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 413 of the RHP for the full text of the disclaimer clause of BSE.

General Risk: Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" beginning on page 28 of the RHP.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<div><div><div>AXIS CAPITAL</div><div>Axis Capital Limited 1<sup>st</sup> Floor, Axis House, C-2 Wadia International Centre, Pandurang Budhkar Marg Worli, Mumbai - 400 025, Maharashtra, India Tel: +91 22 4325 2183 E-mail: <a href="mailto:rrkabel.ipo@axiscap.in">rrkabel.ipo@axiscap.in</a> Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> Investor grievance ID: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> Contact person: Pratik Pednekar SEBI registration number: INM000012029</div></div></div> <div><div><div>citi</div><div>Citigroup Global Markets India Private Limited 1202, 12<sup>th</sup> Floor, First International Financial Centre, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098, Maharashtra, India Tel: +91 22 6175 9999 E-mail: <a href="mailto:rrkabel.ipo@citi.com">rrkabel.ipo@citi.com</a> Website: <a href="http://www.online.citibank.co.in/rhtrm/citigroupglobalscreen1.htm">www.online.citibank.co.in/rhtrm/citigroupglobalscreen1.htm</a> Investor grievance ID: <a href="mailto:investors.cgmib@citi.com">investors.cgmib@citi.com</a> Contact person: Vedika Chitnis SEBI registration number: INM000010718</div></div></div> <div><div><div>HSBC</div><div>HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road, Fort, Mumbai - 400 001, Maharashtra, India Tel: +91 22 6864 1289 E-mail: <a href="mailto:rrkabel.ipo@hsbc.co.in">rrkabel.ipo@hsbc.co.in</a> Website: <a href="https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market">https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market</a> Investor grievance ID: <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a> Contact person: Sumant Sharma/ Vipin Jha SEBI registration number: INM000010353</div></div></div> <div><div><div>JM FINANCIAL</div><div>JM Financial Limited 7<sup>th</sup> Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Maharashtra, India Tel: +91 22 6630 3030 E-mail: <a href="mailto:rrkabel.ipo@jmf.com">rrkabel.ipo@jmf.com</a> Website: <a href="http://www.jmf.com">www.jmf.com</a> Investor grievance ID: <a href="mailto:grievance.idb@jmf.com">grievance.idb@jmf.com</a> Contact person: Prachee Dhuri SEBI registration number: INM00001036</div></div></div> <div><div><div>LINKIntime</div><div>Link Intime India Private Limited C 101, 1<sup>st</sup> Floor, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083 Maharashtra, India Tel: +91-022-810 811 4949 E-mail: <a href="mailto:rrkabel.ipo@linkintime.co.in">rrkabel.ipo@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Investor grievance ID: <a href="mailto:rrkabel.ipo@linkintime.co.in">rrkabel.ipo@linkintime.co.in</a> Contact person: Shanti Gopalakrishnan SEBI registration number: INR000004058</div></div></div> <div><div>Himanshu Navinchandra Parmar Alembic Business Park (West), Ground Floor, Bhailal Amin Marg, Gornia, Vadodara 390 003, Gujarat, India Tel: +91 265683 0800 E-mail ID: <a href="mailto:investorrelations.rri@rglobal.com">investorrelations.rri@rglobal.com</a> Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.</div></div>				

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 28 of the RHP, before applying in the Offer. A copy of the RHP shall be available on website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and is available on the websites of the BRLMs, i.e. Axis Capital Limited, Citigroup Global Markets India Private Limited, HSBC Securities and Capital Markets (India) Private Limited and JM Financial Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.online.citibank.co.in/rhtrm/citigroupglobalscreen1.htm](http://www.online.citibank.co.in/rhtrm/citigroupglobalscreen1.htm), [www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market](https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market) and [www.jmf.com](http://www.jmf.com), respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" on [www.nseindia.com](http://www.nseindia.com), respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of R R KABEL LIMITED, Tel: +91 22 4949009; BRLMs : Axis Capital Limited, Tel: +91 22 4325 2183; Citigroup Global Markets India Private Limited, Tel: +91 22 6175 9999; HSBC Securities and Capital Markets (India) Private Limited, Tel: +91 22 6864 1289 and JM Financial Limited, Tel: +91 22 6630 3030. Syndicate Members: Equirus Securities Private Limited, Tel.: +91 22 4332 0600; JM Financial Services Limited, Tel.: +91 22 6136 3400; at the select locations of the Sub-syndicate Members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Axis Securities Limited, Almondz Global Securities Limited, Anand Rath Share & Stock Brokers Limited, Anand Share Consultancy, ANS Pvt Limited, Ashwani Dandia & Co, Asit C Mehta Investment Intermediates Limited, Dalal & Broacha Stock Broking Pvt Limited, G Raj & Co. (Consultants) Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Limited, Jhaveri Securities, Jobanputra Fiscal Services Pvt Limited, Kalpataru Multiplier Limited, Keynote Capitals Limited, KJMC Capital Markets Limited, Kotak Securities Limited, LKP Securities Limited, Marwadi Shares & Finance, Motilal Oswal Financial Services Limited, Nirmal Bang Securities Pvt Limited, NuVama Wealth and Investment Limited (Edelweiss Broking Limited), Patel Wealth Advisors Pvt Limited, Prabhudas Lilladhar Pvt Limited, Pravin Ratilal Share & Stock Brokers Limited and SMC Global Securities Limited

Escrow Collection Bank and Refund Bank: ICICI Bank Limited      • Public Offer Bank: Axis Bank Limited      • Sponsor Banks: Axis Bank Limited and ICICI Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Mumbai  
Date: September 7, 2023

R R KABEL LIMITED is proposing, subject to the receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the RHP with RoC. The RHP shall be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and is available on the websites of the BRLMs, i.e. Axis Capital Limited, Citigroup Global Markets India Private Limited, HSBC Securities and Capital Markets (India) Private Limited and JM Financial Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.online.citibank.co.in/rhtrm/citigroupglobalscreen1.htm](http://www.online.citibank.co.in/rhtrm/citigroupglobalscreen1.htm), [www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market](https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market) and [www.jmf.com](http://www.jmf.com), respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" on page 28 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision instead shall rely on RHP.

This announcement is not an offer of securities for sale in the United States or elsewhere. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are only being offered and sold (a) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (b) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.