



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF KROSS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT M-4, PHASE-VI, ADITYAPUR INDUSTRIAL AREA, JAMSHEDPUR, JHARKHAND-832108, ON THURSDAY, 30TH NOVEMBER 2023 AT 09:00 A.M.

1. APPROVAL OF THE DRHP

The Chairperson informed the Board that pursuant to the resolution passed by Board at its meetings held on 21.10.2023, the Company was authorised to undertake an initial public offering of its equity shares of face value of Rs 5/- each (the “**Equity Shares**”) which comprises of a fresh issue of Equity Shares (the “**Fresh Issue**”) aggregating to INR 2,500 Million and an offer for sale of Equity Shares by certain existing shareholders (“**Selling Shareholders**”) aggregating to INR 2,500 Million (“**Offer for Sale**”) and together with the Fresh Issue, the “**Offer**”). The Chairman placed before the Board the draft red herring prospectus of the Company in relation to the Offer, for their approval. The Board perused the matter, and the following resolution was moved and passed unanimously:

“**RESOLVED THAT** subject to and in accordance with the provisions of applicable laws, including the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and other regulations issued by the Securities and Exchange Board of India (“**SEBI**”), the draft red herring prospectus (the “**DRHP**”), in respect of the Offer consisting of Fresh Issue of INR 2,500 million and Offer for Sale of INR 2,500 million, tabled at the meeting containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the Directors and the Chief Financial Officer, be and is hereby approved for filing with the SEBI, the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the “**Stock Exchanges**”) and the SEBI and such other authorities or persons as may be required.”

“**RESOLVED FURTHER THAT** the DRHP is hereby recommended for signing by each of the directors of the Company and the Chief Financial Officer and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company.”

“**RESOLVED FURTHER THAT** Mr. Sudhir Rai, Mrs. Anita Rai, Mr. Sumit Rai and/or Mr. Kunal Rai directors of the Company, be and are hereby severally authorised to make corrections or alterations, if any, and to finalise and date the DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution.”

“**RESOLVED FURTHER THAT**, the IPO Committee, as constituted on 21st October, 2023 is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the DRHP in accordance with the applicable law and regulations prior to filing with the SEBI including to determining the number of shares and/or the amount proposed to be raised.”

“**RESOLVED FURTHER THAT**, a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer, be forwarded to concerned authorities for necessary actions.”

CERTIFIED TO BE TRUE

For Kross Limited

Sudhir Rai
Chairman and Managing Director
DIN 00512423