



# S K Naredi & Co.

Chartered Accountants

Consent Letter

Virdi Niwas, M. Road, Bistupur,  
Jamshedpur - 831001, Jharkhand  
GSTIN- 20AAFFS1613J12N

0657 - 2320686, 2320691  
info@sknaredi.co.in  
www.sknaredi.co.in

To,

**The Board of Directors,  
Kross Limited**  
M-4, Phase VI,  
Adityapur Industrial Area,  
Jamshedpur – 832 108,  
Jharkhand, India

**Equirus Capital Private Limited**  
12th Floor, C Wing,  
Marathon Futurex,  
N. M. Joshi Marg, Lower Parel,  
Mumbai – 400 013  
Maharashtra, India

(Equirus Capital Private Limited is referred to as the “Book Running Lead Manager” or “BRLM” in relation to the Offer)

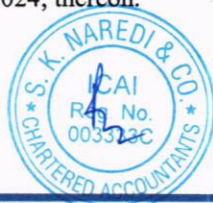
**Re: Proposed initial public offering of equity shares of face value of ₹ 5 each (the “Equity Shares”) of Kross Limited (the “Company” and such offering, the “Fresh Issue”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (the “Offer for Sale”, and together with the Fresh Issue, the “Offer”)**

We, M/s S.K. Naredi & Co., the statutory auditor of the Company, appointed in accordance with Section 139 of the Companies Act, 2013, as amended, hereby consent to the use of our name as a “Statutory Auditor” in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) which the Company intends to file with the Registrar of Companies, Jharkhand at Ranchi (the “RoC”) and thereafter file with the Securities and Exchange Board of India (the “SEBI”), BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”), any other regulatory or governmental authorities, and in any other document in relation to the Offer (collectively, the “Offer Documents”).

We have carried out statutory audit, in accordance with the requirements of the Companies Act, 2013, as amended (the “Act”) read with the Companies (Indian Accounting Standards) Rules, 2015 (“IND AS”) and Standards on Auditing specified under Section 143(10) of the Companies Act, of the financial statements of the Company, as of and for the financial year ended March 31, 2024 and March 31, 2023 which is prepared as per IND AS (“2024 and 2023 Audited Financial Statements”) and issued our audit reports dated May 15, 2024 and November 30, 2023, respectively.

We have also carried out special purpose audit, in accordance with the requirements of IND AS, the Companies Act, 2013, as amended, Standards on Auditing specified under Section 143(10) of the Companies Act and the Special Purpose Guidance Note of the financial statements of the Company, as of and for the financial year ended March 31, 2022 (“2022 Audited Special Purpose IND AS Financial Statements”) and issued our audit report, dated November 30, 2023, which were also audited by the previous auditors of the Company, Hemchand Jain & Co. Chartered Accountants, in accordance with the Indian Generally Accepted Accounting Principles (I-GAAP), and on which they have issued their unmodified opinion *vide* their reports dated September 02, 2022.

Subsequently, we have examined the (i) 2024 and 2023 Audited Financial Statements; and (ii) 2022 Audited Special Purpose Financial Statements as of and for the financial year ended March 31, 2022, prepared in accordance with the Companies Act 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI (“Restated Financial Information”) and have issued our examination report dated August 20, 2024, thereon.



**Head Office : 5, Park Mansions, 3rd Floor, 57A, Park Street, Kolkata - 700016 (West Bengal)**

**Branches: • Bhubaneswar • Pune • Ranchi • Jaipur**



The following information in relation to us may be disclosed in the Offer Documents:

Name: M/s S K Naredi & Co.  
Address: Virdi Niwas,  
M Road, Bistupur,  
Jamshedpur - 831001,  
Jharkhand, India  
Telephone: 0657-2320686  
Email: krossipo@sknaredi.co.in  
Peer review certificate number: 014239  
Firm registration number: 003333C

We further consent to be named as an "expert" as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act.

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.

We further give our consent for the inclusion of the following in the Offer Documents:

1. The examination report dated August 20, 2024 on the Restated Financial Information; and
2. Our report on the statement of special tax benefits dated August 20, 2024.

We confirm that we are not, and have not been, engaged or interested in the formation or promotion or management, of the Company. We further confirm that we satisfy the independence criteria, under applicable law, including the Companies Act, 2013, as amended and the relevant regulations/circulars issued by the ICAI.

We confirm that we shall not withdraw this consent before delivery of a copy of the Red Herring Prospectus and Prospectus with SEBI, the Stock Exchanges and the RoC, and before Equity Shares of the Company are listed and traded on the Stock Exchanges pursuant to the Offer.

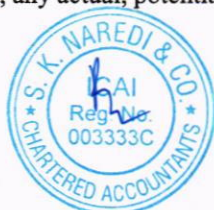
We confirm that the information in this certificate is true, fair, and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

We have conducted our examination in accordance with the '*Guidance Note on Reports or Certificates for Special Purposes*' issued by the Institute of Chartered Accountants of India. We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

This certificate can be used, in full or part, for inclusion in the red herring prospectus, prospectus and any other material used in connection with the Offer (together, the "**Offer Documents**") which may be filed by the Company with SEBI, the Stock Exchanges, RoC and/or any other regulatory or statutory authority.

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, stock exchanges, any other authority as may be required in relation to the Offer and/or for the records to be maintained by the BRLM in connection with the Offer and in accordance with applicable law.

This certificate may be relied on by the BRLM and its affiliates in relation to the Offer and to assist the BRLM in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLM, if required (i) by reason of any law, regulation, order or request of a Court or by any Governmental or Competent Regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.



We undertake to immediately communicate, in writing, any changes to the above information/confirmations to the BRLM and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLM and its affiliates appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be correct.

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

Yours faithfully,

**For and on behalf of**

**M/s S. K. Naredi & Co.**  
**Chartered Accountants**  
**Firm Registration Number: 003333C**



**Name: Rahul Naredi**  
**Designation: Partner**  
**Membership No.: 302632**



**Place: Jamshedpur**  
**Date: August 20, 2024**

**CC:**

**J. Sagar Associates**  
One Lodha Place, 27<sup>th</sup> Floor,  
Senapati Bapat Marg, Lower Parel,  
Mumbai – 400013  
Maharashtra, India