



Annexure IV

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 15,00,000 Equity Shares and 15,00,000 Convertible warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I Sital Prasad Swain, Practicing Company Secretary, have verified the relevant records and documents of Kross Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date i.e. 31/08/2026.
- b) None of allottes except as mentioned hereunder, hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

For Convertible warrants:-

Sr.No.	Name of Allottees	No.of Equity Shares
1.	Sumeet Rai	38,00,000
2.	Kunal Rai	34,92,000

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

For Equity Shares:-

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Rathore Gauravrajsingh Vijaysingh	12048400 00500092	Nil	N.A	N.A	N.A	N.A



Dhruv Agarwal	IN301436 92118626	Nil	N.A	N.A	N.A	N.A
Saroj V Rathore	12048400 00529557	Nil	N.A	N.A	N.A	N.A
Richa Gauravrajsingh Rathore	12048400 00505721	Nil	N.A	N.A	N.A	N.A

(*) client id/ folio no in case allottee hold the securities in physical form

For Convertible warrants:-

Name of Proposed Allottee	DP ID *	Pre- preferential holding	Lock-in details		Pled ged with	Pledge end date
			From	To		
Sumeet Rai	1201090041996687	34,92,000	21-08- 2026	31-03- 2028	N.A	N.A
Kunal Rai	1201090036780707	38,00,000	21-08- 2026	31-03- 2028	N.A	N.A

(*) client id/ folio no in case allottee hold the securities in physical form

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."
- g) ~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. _____ is more than 5% of the post issue fully diluted share capital of the issuer.~~



OR

The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 15,00,000 Equity Shares and 15,00,000 Convertible warrants is less than 5% of the post issue fully diluted share capital of the issuer.

Sital Prasad Swain

(SITAL PRASAD SWAIN)
PRACTICING COMPANY SECRETARY
MEMB NO.-F6338
C.P NO.- 6814



Date: 31.08.2026
Place: Jamshedpur

UDIN: F006338H001309904
P.R NO.- 6863/2025