KROLL

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KROLL ASSOCIATES (INDIA) PRIVATE LIMITED ("THE COMPANY") FOR FINANCIAL YEAR 2025-26 WILL BE HELD ON MONDAY, JULY 21, 2025 AT 12:15 A.M IST THROUGH VIDEO CONFERENCE ("VC") TO TRANSACT THE FOLLOWING BUSINESS AT SHORTER NOTICE

AGENDA FOR THE EXTRA ORDINARY GENERAL MEETING OF KROLL ASSOCIATES (INDIA) PRIVATE LIMITED

Sr. No.	Content
1	To appoint the Chairman of the Meeting
2	To read the notice convening the Extra Ordinary General Meeting
SPECIAL BUSINESS:	
3	**To approve alteration of object clause in the Memorandum of Association of the Company.** To Consider and if thought fit to pass, with or without modification(s), the following resolution as an **Special Resolution:** "**RESOLVED THAT** pursuant to the provision of Section 13 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including statutory modifications or re-enactments thereof for the time being in force) and subject to the approval of the Registrar of Companies and other necessary approvals, consents, permissions and sections required, if any, in this regard from any appropriate authority, the consent of Members be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by substituting the following clause III. A.: III. The objects for which the Company is established are: **A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:** 1. To carry out consultant and advisory services in relations to the business operations and activities of corporations and individuals, researching and providing information on trading activities and practices generally analyzing and evaluating areas of risk to and security of assets, information, data correspondence and other forms of communication and advising on remedial measures, and providing intelligence and investigating services of the commercial activities of corporations and individuals and generally in support of litigation. 2. To advise and assist any persons or entities in relation to valuation or valuation advisory services for business, financial, legal or regulatory purposes, including carrying out valuation and related financial advisory services, providing consultancy services in various fields of valuation including but not limited to financial or reporting compliance services, real estate services and

Kroll Associates (India) Private Limited
1401, 14th Floor, Raheja Towers,
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	advisory, fixed asset management services, the valuation of businesses, intellectual property rights, fixed asset, real estate, machinery & equipment and techno economic viability analysis for financial reporting, internal decision making, acquisition, sale, merger and joint ventures, transaction consulting services, legal or any regulatory purposes, and other related services. 3. To advise and assist on internal decision making and business practices, including internal expense allocation and benchmarking and best practices; to provide expert advisory services on diverse matters including but not limited to finance, commerce, mergers, acquisitions, tangible and intangible assets, construction and engineering, regulatory issues, losses and damages; rendering services to act as subject matter experts, including as an expert witness, expert testimony provider, and other related services to any person and entities in or outside India. 4. To promote, encourage, establish, develop, maintain, organize, undertake, manage, operate, and conduct and to run in India and abroad Background screening services, IT enabled services like Online Data Processing, Online Database Searches and to do all such other things as are incidental or conducive to the attainment of the above mentioned objects." "**RESOLVED FURTHER THAT** any Directors of the Company, be and is hereby authorized to file the necessary e-form with the Registrar of Companies and to make necessary alterations in the Memorandum of Association of the Company as required, and to undertake all other necessary actions in this regard."
4	Vote of thanks

FOR KROLL ASSOCIATES (INDIA) PRIVATE LIMITED
By Order of the Board

Tarunbhatia

Tarun Bhatia
Director
DIN: 07857400

Place: Mumbai, India
Date: July 17, 2025

To,

1. Patrick Michael Puzzuoli
2. Edward S Forman
3. Tarun Bhatia
4. Kroll Associates (Asia) Limited
5. Kroll Associates U.K. Limited

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NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed below.
2. The Government of India, Ministry of Corporate Affairs (MCA) has allowed conducting the Extra Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed with the requirement of physical presence of members at the meeting. Accordingly, the MCA has issued Circular No 14/ 2020 dated 08 April, 2020, Circular No. 3/2022 dated 5 May, 2022, Circular No. 11/2022 dated 28 December, 2022, Circular No. 9/2023 dated 25 September, 2023 and Circular No. 9/2024 dated 19 September, 2024 (collectively referred to as "MCA Circulars"), permitting convening the EGM through VC or OAVM on before 30 September, 2025.
3. Pursuant to the provisions of the Act, Members entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC pursuant to the MCA Circular, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC and participate thereat and cast their votes.
4. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC are requested to send to the Company an authorization letter authorizing/ a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members attending the EGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members may also note that the Notice of the EGM along with all documents referred to therein will be available at the Company's registered office for inspection during normal business hours on working days.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members.
8. Members are requested to notify changes (if any, in their address, email I.D., nominations etc.) in their address, if any, to the Company.
9. Members seeking any information with regard to the matters to be placed at the EGM are requested to write to Anu Fernandes.
10. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned below named as "INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM" which is enclosed herewith with the Notice of the EGM.
11. Since the EGM will be held through VC, the Route Map is not annexed to this Notice.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

APPROVAL FOR THE ALTERATION OF OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Board of Directors of the Company via board meeting held on July 17, 2025 approved the alteration of Main object Clause of the Memorandum of Association of the Company in order to diversify the business by undertaking new business activities in addition to the existing line of business activities. To enable the Company to carry out the new business activities, it is proposed to amend the Object Clause of the Memorandum of Association of the Company, by substituting the existing Clause III. A., as stated in the resolution accompanying the notice. The said amendment would be subject to approval of the Registrar of the Companies.

A copy of existing as well as the altered Memorandum of Association of the Company is available for inspection by the members at the registered office of the Company.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for approval by the Members of the Company.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

Members are requested to follow the instructions provided below to participate in the EGM through VC:

OPTION-1: Joining from Laptop or Computer (having access to webcam):	OPTION-2: Joining from Mobile Phone:
Step-1: Open the Teams desktop client **Step-2:** Click Join a Meeting if you want to join without signing in. **Step-3:** Enter the Meeting ID and Password (if applicable). Click on the Join tab and make sure access is given to the microphone (to speak) and camera (to see). Ensure that proper Internet facility is available through Mobile phone or wi-fi connected to the device.	**Step-1:** Download the Teams from the Application Store (e.g. Google Play Store, iOS App Store), as applicable. **Step-2:** Join the meeting using any one of below method: • Click **Join a Meeting** if you want to join without signing in. • Sign in to the Teams application, then tap **Join.** **Step-3:** Enter the Meeting ID and your display name. **Step-4:** Tap Join Meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

OTHER INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC ARE AS UNDER:

1. Facility of joining the EGM through VC shall open 15 minutes prior to the time scheduled for the EGM and will be available for all the Members.
2. Members who would like to express their views or ask questions during the course of the EGM may raise their hands during the meeting or may use the chat facility.
3. Please ensure that, no other person is sitting with you / participating in the aforesaid Meeting through Video Conference.
4. In case of any assistance before or during the video conference as aforesaid, you can contact any Director. The same will be replied by the Company suitably.
5. Please listen and participate in the discussion carefully.
6. The proceedings of the Meeting will be recorded as required under the Companies Act, 2013 read with the rules made and circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody.