KROLL

NOTICE

NOTICE IS HEREBY GIVEN THAT IN PURSUANCE OF SECTION 96 OF THE COMPANIES ACT, 2013 THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF KROLL ADVISORY PRIVATE LIMITED ("THE COMPANY") FOR FINANCIAL YEAR 2024-25 WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 11:30 A.M I.S.T THROUGH VIDEO CONFERENCE ("VC") TO TRANSACT THE FOLLOWING BUSINESS AT SHORTER NOTICE

AGENDA FOR THE ANNUAL GENERAL MEETING OF KROLL ADVISORY PRIVATE LIMITED

Sr. No.	Content
1	To appoint the Chairman of the Meeting
2	To read the notice convening the Annual General Meeting
ORDINARY BUSINESS:	
3	To consider and adopt the audited Profit and Loss Account of the Company for the financial year ended March 31, 2025 and the Balance Sheet as on that date together with the Report of the Directors' and the Auditors' thereon.
4	**To approve the remuneration of Shah & Modi, Chartered Accountants, (FRN: 112426W) Statutory Auditors of the Company.** To Consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:** "**RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof) consent of the Members of the Company be and is hereby accorded for remuneration of Rs. **Confidential** plus reimbursement of GST and out of pocket expenses for Financial Year 2025-26 to Shah & Modi, Chartered Accountants, (Firm Registration number 112426W), Statutory Auditors of the Company." "**RESOLVED FURTHER THAT** any Director/ Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."
5	**To declare final dividend on equity shares for the Financial Year ended on March 31, 2025.** To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:** "**RESOLVED THAT** pursuant to Section 123 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Board of Directors have recommended final dividend for Financial Year 2024-25 of **Confidential** per share (Rupee **Confidential** only), per equity share, each fully paid-up to existing shareholders whose names appear on the

Kroll Advisory Private Limited
(formerly Duff and Phelps India Private Limited)
1401, 14th Floor, Raheja Towers,
Bandra Kurla Complex,
Bandra East, Mumbai 400051, India
CIN: U74140MH2008PTC182759

Registered Office
102, 1st Floor, Plot 37, Kshamalaya, Vitthaldas Thackarsey Marg, Marine Lines Mumbai 400020, Maharashtra, India

Website: www.kroll.com
Email Id: Anu.Fernandes@kroll.com
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	Register of Members as on the record date be and is hereby approved." "**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorised to sign the necessary forms and documents for the said purpose and to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution." "**RESOLVED FURTHER THAT** any Director/ Company Secretary of the Company, be and is hereby authorized to take all necessary actions and steps for payment of dividend to the shareholders after approval in Annual General Meeting."
6	Vote of thanks

FOR KROLL ADVISORY PRIVATE LIMITED
By Order of the Board

Umakanta Panigrahi
Director
DIN: 08269234
Place: Mumbai, India
Date: September 29, 2025

To,

1. Patrick Michael Puzzuoli
2. Edward S Forman
3. Umakanta Panigrahi
4. American Appraisal Associates LLC
5. Kroll (HK) Limited
6. Shah & Modi, Chartered Accountants

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NOTES:

1. The Government of India, Ministry of Corporate Affairs (MCA) has allowed conducting the Annual General Meeting 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 .17/2020 dated 13 April, 2020 and Circular No. 20 /2020 dated 05 May, 2020, Circular No. 10/2022 dated 28 December, 2022, Circular No. 09/2023 dated 25 September, 2023 and Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), permitting convening the AGM through VC or OAVM on before September 30, 2025.
2. Pursuant to the provisions of the Act, Members entitled to attend and vote at the AGM 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 AGM 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 AGM 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 AGM through VC and participate thereat and cast their votes.
3. 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.
4. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members may also note that the Notice of the annual general meeting 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.
6. 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 at the AGM.
7. Notice of the AGM and the Annual Report for the F.Y. 2023-24 are being sent electronically to the Members whose email ids are registered with the Company, unless any Member has requested for a physical copy of the same.
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 AGM are requested to write to Anu Fernandes at Anu.Fernandes@kroll.com. The same shall be taken up in the AGM and replied to by the Company suitably.
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 AGM THROUGH VC/OAVM" which is enclosed herewith with the Notice of the AGM.
11. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

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

Members are requested to follow the instructions provided below to participate in the AGM 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 methods: • 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 AGM THROUGH VC ARE AS UNDER:

1. Facility of joining the AGM through VC shall open 15 minutes prior to the time scheduled for the AGM 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 AGM 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.

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