

Allstate Solutions Private Limited

CIN Number U74900KA2012FTC064201

(Formerly known as Northbrook Services India Private Limited)

Registered Office: RMZ Ecoworld, 7th Floor, Building No 1,

Devarabeesanahalli, Varthur Hobli

Bangalore - 560 103, India

Tel: +91-80-3089 0000

Fax: +91-80-30890506

www.allstate.com/india/aspl@allstate.com

NOTICE

Notice is hereby given that the 8th (Eighth) Annual General Meeting of the Members of Allstate Solutions Private Limited will be held on Monday, September 14, 2020 at 11:30 AM (IST) at the Registered Office at RMZ Ecoworld, 7th Floor, Building No.1, Devarabeesanahalli Village, Varthur Hobli, Bangalore – 560 103 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. APPOINTMENT OF ERIC BRANDT AS A DIRECTOR OF THE COMPANY

RESOLVED, that pursuant to Section 149,152 and other applicable (including any modification or re-enactment thereof), provisions of the Companies Act, 2013 and the Rules made thereunder, Eric Brandt (holding DIN 08806804) who was appointed as an Additional Director of the Company by the Board of Directors effective August 20, 2020 and who holds office until the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who is not disqualified from being appointed as a Director, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED, that any Director of the Company or the Company Secretary be and are hereby severally authorized to do all the acts, deeds and other things which are deemed necessary to give effect to the aforesaid appointment and to file the requisite e-forms/return with the Ministry of Corporate Affairs (MCA)/Registrar of Companies as required under the provisions of the Companies Act, 2013.

By Order of the Board
For Allstate Solutions Private Limited

Place: Bangalore

Date: August 21, 2020

Chetan Garga
Managing Director
(DIN: 01541781)

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ANNEXED TO THIS REPORT.**
2. **AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING (“AGM”) IN RESPECT OF ITEM NO 2 IS ANNEXED HERETO AND FORMS PART OF NOTICE.**

Messrs Deloitte Haskins & Sells, Chartered Accountants, (Reg. No. 008072S) were appointed as the Statutory Auditors of the Company at the Annual General Meeting (“AGM”) of the Company held on September 12, 2019 for a period of five years. Pursuant to Notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been removed, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

3. **MEMBERS / AUTHORIZED REPRESENTATIVES ARE REQUESTED TO FILL IN THE ATTENDANCE SLIP AND SUBMIT IT AT THE VENUE OF THE AGM.**

Statement pursuant to Section 102 (1) of the Companies Act, 2013**Item No. 2**

The Board of Directors appointed Mr. Eric Brandt as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013, read with Article 44 of the Article of Association of the Company on August 20, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Brandt will hold office up to the date of the ensuing Annual General Meeting. Mr. Brandt is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to continue to act as a Director.

A brief profile of Mr. Eric Brandt

Eric Brandt was named Executive Vice President and Chief Claims Officer of Allstate Insurance Company in January 2020. In this role, Eric oversees the largest employee

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group at Allstate-more than 15,000 employees countrywide who handle over 7 million claims annually. Prior to joining Allstate, he served as Chief Claims Officer at Esurance. Eric has over 25 years of industry experience, as a claims leader for personal, commercial, specialty, and disability line of business.

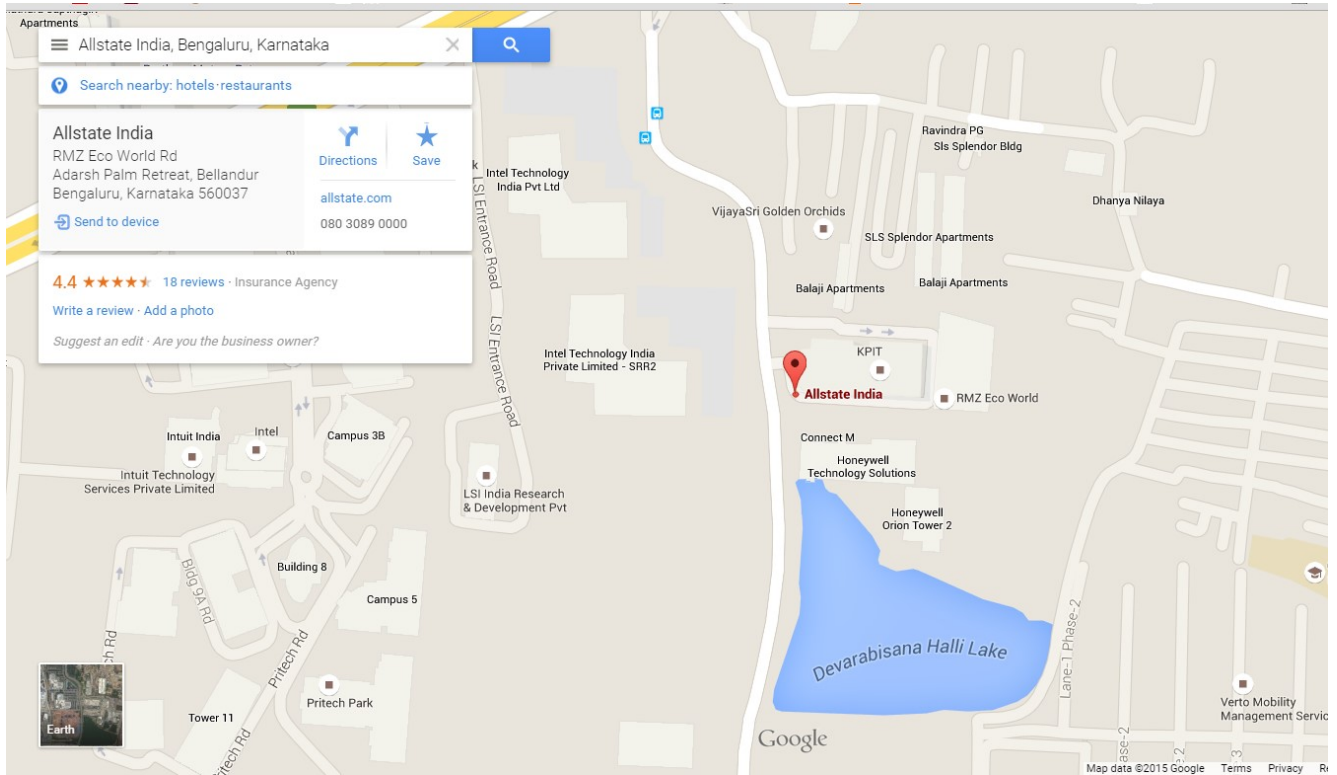
Prior to joining Esurance in 2014, Eric was Chief Claims & Risk Services Officer at a global firm specializing in niche insurance in the U.S. Eric also held the Chief Claims role at a leading disability insurer and had many years of personal lines leadership roles with a major carrier in the direct-to-consumer space.

The resolutions seek the approval of members for appointment of Mr. Brandt as a Director of the Company. No director, key managerial personnel or their relatives, except Mr. Brandt to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolutions set forth in item No. 2 for the approval of the members.

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ROUTE MAP TO THE VENUE OF THE AGM



Source: Google Maps

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Registered Folio No./DP ID No./Client ID No.	
Number of shares held	

I certify that I am a registered Member/Proxy for the registered Member of the Company. I hereby record my presence at the 8th Annual General Meeting of the Company to be held at the Registered Office of the Company at RMZ Ecoworld, 7th Floor, Building No 1, Devarabeesanahalli, Varthur Hobli, Bangalore - 560 103, on Monday, September 14, 2020, at 11:30 a.m. (IST).

Name of the Member/Proxy

Signature of Member/Proxy

NOTE : Members/Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

Name:.....Email.....
Address:.....
Signature:....., or failing him/her

Name:E-mail
Address:.....
Signature:....., or failing him/her

Name:E-mail
Address:.....
Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company, to be held on Monday on 14th September 2020, at 11:30 a.m. at the Registered Office of the Company at RMZ Ecoworld, 7th Floor, Building No 1, Devarabeesanahalli, Varthur Hobli, Bangalore - 560 103, and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon.		
Special Business			
2.	Appointment of Eric Brandt as a Director of the Company		

Signed this..... day of..... 2020

Signature of the Member

Signature of Proxy

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

*(2) This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.