

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 9th (Ninth) Annual General Meeting of the Members of Allstate Solutions Private Limited will be held on Wednesday, September 15, 2021 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, 2021 and the reports of the Board of Directors and the Auditors thereon.
2. To confirm payment of interim dividend as final dividend for the financial year ended March 31, 2021

RESOLVED, that in compliance with (a) Section 123 of the Companies Act, 2013 (including the rules formulated thereunder) (“**Act**”) and such other applicable provisions of the Act (including any statutory modifications, amendments, re-enactments thereto); and (b) the articles of association of the Company, and pursuant to the recommendation of the Board of Directors of the Company at a meeting dated August 18, 2021, the interim dividend of INR 200 (Rupees Two Hundred Only) per equity share, subject to deduction of applicable withholding tax, out of the profits of the Company on a total of 9,615,749 (Ninety Six Lakhs Fifteen Thousand Seven Hundred and Forty Nine) fully paid-up equity shares of INR 10 (Rupees Ten Only) each aggregating to INR 1,923,149,800 (Rupees One Hundred Ninety Two Crore Thirty One Lakh Forty Nine Thousand Eight Hundred Only), declared by the board of directors of the Company by circular resolution dated August 25, 2020, be and is hereby approved as final dividend for the financial year ended March 31, 2021.

FURTHER RESOLVED, that all directors of the Company be and are hereby authorized severally for and on behalf of the Company to do or cause to do such acts, deeds and other things as may be considered necessary in connection with or incidental to the above, including providing copies certified as being true, of these resolutions.

SPECIAL BUSINESS:

3. APPOINTMENT OF CHRISTOPHER ROWE KIAH 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

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Rules made thereunder, Christopher Rowe Kiah (holding DIN 090957860) who was appointed as an Additional Director of the Company by the Board of Directors effective March 17, 2021 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 19, 2021

Chetan Garga
Managing Director
(DIN: 01541781)

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.

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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. 3

The Board of Directors appointed Mr. Christopher Rowe Kiah 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 March 17, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kiah will hold office up to the date of the ensuing Annual General Meeting. Mr. Kiah 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. Christopher Rowe Kiah

Christopher Rowe Kiah is currently Senior Vice President, Enterprise Operations of Allstate Insurance Company. In this role, Mr. Kiah is responsible for a wide variety of operating functions, including Policy Administration, Accounting Services, Enterprise Programs and Strategy and several additional functions supporting employees, agency owners and customers. Prior to this role, Mr. Kiah served as Senior Vice President, Strategic Portfolio Management and Allstate Brand Operations Finance, where he led the Enterprise Resource Strategy as part of the company's business transformation.

Mr. Kiah previously served as the President and Chief Executive Officer of the Allstate Insurance Company of Canada, where he was accountable for the Allstate Canada Group of Companies property and casualty insurance business, including the Allstate Insurance Company of Canada, Pembroke Insurance Company and Pafco Insurance Company. Mr. Kiah was a Field Vice President prior to joining the Allstate Canada Group of Companies.

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Mr. Kiah joined Allstate in 1996 with an insurance and finance background. He has held a variety of leadership positions throughout the organization, including roles in Finance and Planning, Treasury Services, Mergers and Acquisitions, Allstate Bank, Field Operations and Product Operations.

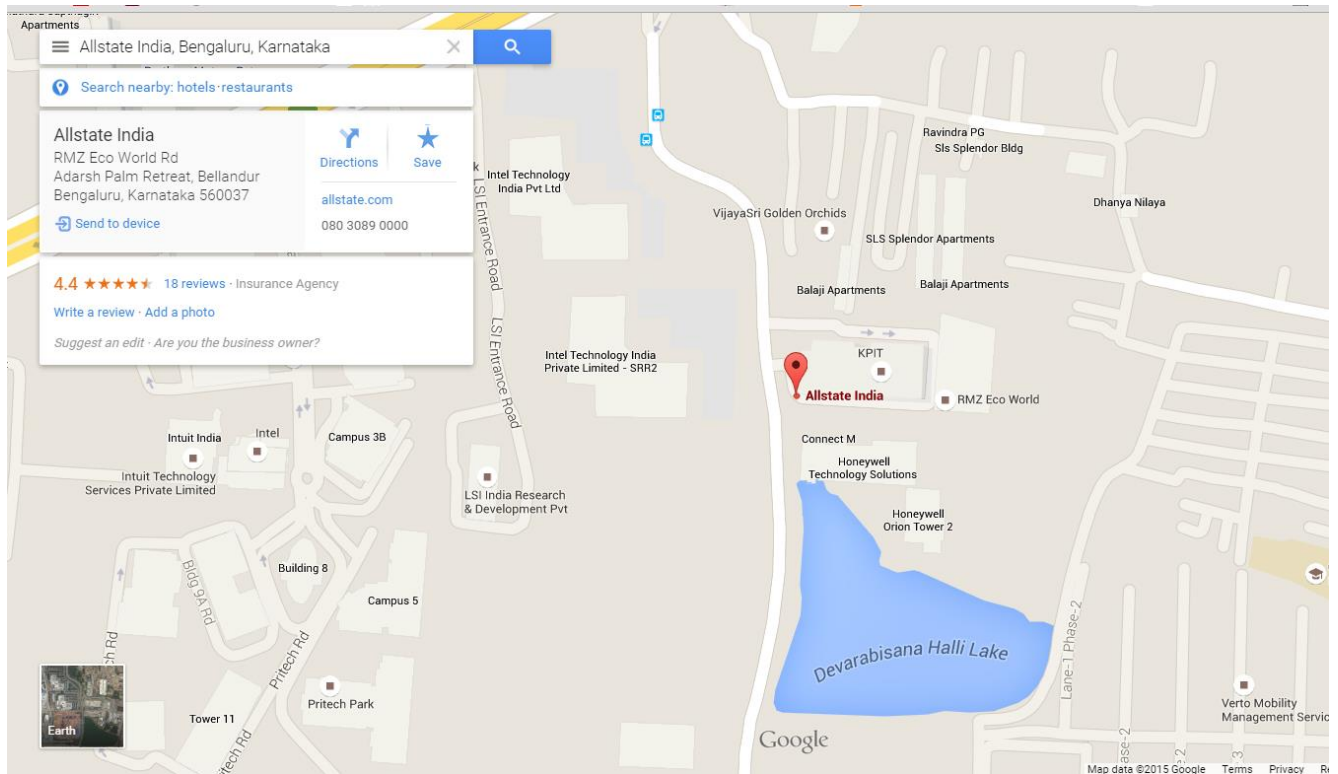
Prior to joining Allstate, Mr. Kiah worked for Chubb Corporation in both the US and the UK.

Mr. Kiah has a Bachelor of Arts degree from Harvard University and an MBA from the Kellogg School of Management at Northwestern University.

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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 9th 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 Wednesday, September 15, 2021, 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 9th Annual General Meeting of the Company, to be held on Wednesday on 15th September 2021, 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, 2021 and the reports of the Board of Directors and the Auditors thereon.		
2.	To confirm payment of interim dividend as final dividend for the financial year ended March 31, 2021		
Special Business			
3.	Appointment of Christopher R. Kiah as a Director of the Company		

Signed this..... day of..... 2021

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.