

Allstate India Private Limited

CIN Number U74900KA2012FTC064201

(Formerly known as Allstate Solutions Private Limited)

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

Devarabeesanahalli, Varthur Hobli, Bangalore - 560 103, India

Tel: +91-80-40873300

www.allstateindia.com /allstateindia@allstate.com

NOTICE

Notice is hereby given that the 11th (Eleventh) Annual General Meeting of the Members of Allstate India Private Limited will be held on Thursday, September 28, 2023 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, 2023 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, 2023:

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 September 6, 2023, the interim dividend of INR 95 (Rupees Ninety Five) 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 913,496,155 (Rupees Ninety One Crores Thirty Four Lakhs Ninety Six Thousand One Hundred and Fifty Five only), declared by the Board of Directors of the Company in its meeting held on June 22, 2022 be and is hereby approved as final dividend for the financial year ended March 31, 2023.

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 TANAY CHAKRADHAR KEDIYAL AS A DIRECTOR (WHOLE-TIME DIRECTOR) OF THE COMPANY

RESOLVED, that pursuant to Sections 149,152,161 and other applicable (including any modification or re-enactment thereof), provisions of the Companies Act, 2013, and the Rules made thereunder, Tanay Chakradhar Kediya (holding DIN 06500728) who was

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appointed as an Additional Director (Whole-time Director) of the Company by the Board of Directors effective December 2, 2022 and who holds office until the date of the ensuing Annual General Meeting, and who is not disqualified from being appointed as a Director, be and is hereby appointed as a Director (Whole-time 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 India Private Limited



Chetan Garga
Managing Director
(DIN: 01541781)

Place: Bangalore

Date: September 11, 2023

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 3 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,

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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. Tanay Chakradhar Kediya as an Additional Director (Whole-time 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 December 2, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kediya will hold office up to the date of the ensuing Annual General Meeting. Mr. Kediya 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 (Whole-time Director). None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Kediya to whom this resolution related are in any way concerned or interested in the resolution set out at Item No. 3 of this Notice.

In this regard, the Board of Directors of the Company at its meeting held on September 6, 2023, have recommended to the Members of the Company, the appointment of Mr. Tanay Chakradhar Kediya as a Director (Whole-time Director) of the Company.

Your Board recommends for passing the resolution set out in Item No. 3 as an Ordinary Resolution.

A brief profile of Mr. Tanay Chakradhar Kediya

Tanay brings more than 25 years of extensive global services experience across multiple geographies and domains. During this time, he has driven highly engaged delivery teams with an eye for quality, service, cost, timeliness and a focus towards continuous improvement and innovation.

In his last role at Wells Fargo, he led the Payments, Virtual Solutions & Innovation team at Wells Fargo, which includes teams in the Global In-house Centers (GICs) in India and The Philippines. His key responsibilities include providing leadership in strengthening alignment with the Enterprise's strategic vision and direction. He also champions a culture of transformation and innovation to enhance value creation for Allstate.

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Over the last 15 years at Wells Fargo, Tanay has built and managed the Technology, Analytics and Risk Management teams. He has been responsible for the Business Operations team across The Philippines and India, focusing on customer service and business operations across Wells Fargo.

Tanay has also held the position as the CAO and Country Head, India, for Wells Fargo, being responsible for Facilities & Administration, Finance, HR, Legal, Risk, IT infrastructure, Communication functions, etc.

Prior to Wells Fargo, he has played various leadership roles at the Australia and New Zealand Banking Group's (ANZ) India-based subsidiary in Bangalore. Apart from managing the technology teams in ANZ, Tanay was instrumental in establishing the IT vendor program.

Before that, he has also worked with Cambridge Technology Partners, Tata Consultancy Services and Larsen & Toubro.

Tanay has lived and worked in The Philippines, Australia, UK, Mauritius, and India. He earned his engineering degree from Nagpur University and has obtained his PGDBA from IBS, Gurgaon. In addition, he is a Chartered Financial Analyst (CFA), awarded by the ICFAI.

Tanay has served on numerous corporate boards including being board member of United Way, Hyderabad, and member of NASSCOM GIC Council, Hyderabad.

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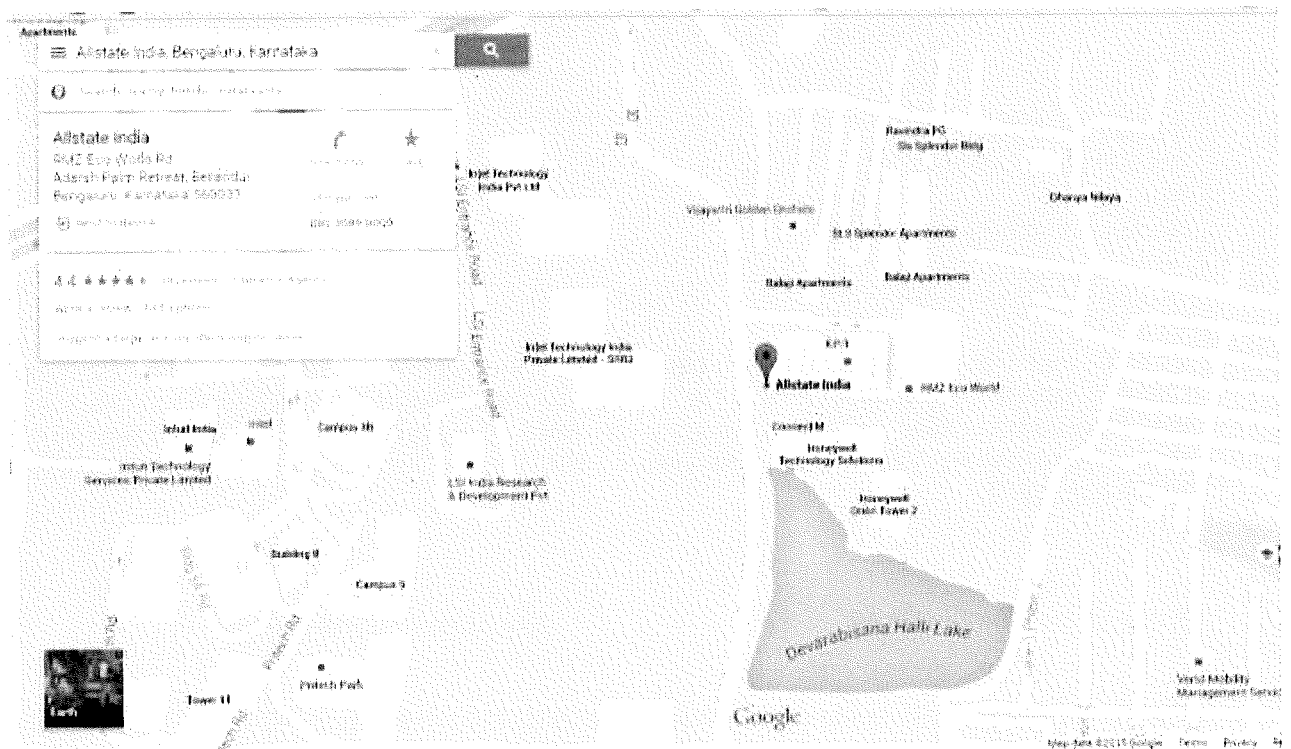
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ROUTE MAP TO THE VENUE OF THE AGM



Source: Google Maps

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ATTENDANCE SLIP

11th ANNUAL GENERAL MEETING – September 28, 2023

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 11th 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 Thursday, September 28, 2023, 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 11th Annual General Meeting of the Company, to be held on Thursday, September 28, 2023, 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, 2023 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, 2023		
Special Business			
3.	To approve appointment of Tanay Chakradhar Kediya as a Director of the Company		

Signed this..... day of..... 2023

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.