

ALPHAGEO (INDIA) LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") adopted by Alphageo (India) Limited (AGIL or Company). This Code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 duly amended by Securities and Exchange Board of India (Prohibition of Insider Trading (Amendment) Regulations, 2019 and is effective from April 1, 2019 (Regulations). The Company adhered to the principles laid out hereafter so as to ensure that timely and adequate disclosure of Price Sensitive Information with respect to the AGIL or its Equity Shares, directly or indirectly, that is not generally available and which upon becoming generally available is likely to materially affect the price of the Equity Shares.

This Code also includes Policy for determination of 'legitimate purpose' in compliance with Regulation 3(2A) of the Regulations, effective from April 1, 2019.

A) Unpublished Price Sensitive Information:

Such information shall ordinarily include but not restricted to information relating to:-

- i) Financial Results of the Company;
- ii) Declaration of Dividend interim or final;
- iii) Change in Capital Structure of the Company;
- iv) Mergers or de-mergers or acquisition or delisting or disposal or expansion of business and such other transactions;
- v) Changes in Key Managerial Personnel of the Company;
- vi) Any other material events in accordance with listing agreement with Stock Exchange

B) Code of Practices and Procedures:

The Code for Fair Disclosure of Unpublished Price Sensitive Information is:

1. To make prompt public disclosure of unpublished price sensitive information that would impact price discovery, no sooner than credible and concrete information comes into being in order to make such information generally available;
2. To make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure;
3. The Compliance Officer of the Company will act as a "Chief Investor Relations Officer" under this Code to deal with dissemination of information and disclosure of unpublished price sensitive information.



4. To make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. To ensure that, information if any, shared with analysts and research personnel shall not include unpublished price sensitive information.
7. To publish proceedings of meetings with analysts and of other investor relations conferences if any from time to time, on its official website to ensure that official confirmation and documentation of disclosures made therein.
8. To handle all unpublished price sensitive information only on a need-to-know basis.

C) Policy for determination of "Legitimate Purposes" for which UPSI may be communicated or procured:

1. The term "legitimate purpose" shall generally include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

2. Any recipient of UPSI shall be considered an "Insider"

Any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider for the purpose of these Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with these Regulations.

3. Communication of UPSI for Legitimate Purposes

No insider shall communicate, provide, or allow access to any UPSI, relating to the company or its material subsidiaries, or its securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Provided further that the Insider who is sharing the UPSI shall ensure that the recipient of UPSI has been given due notice to maintain confidentiality of such UPSI in compliance with these regulations or has executed the confidentiality agreement in this regard.

(a) With respect to sharing of UPSI by Employees of the Company and its subsidiaries within the Company and/or its subsidiary – "legitimate purpose" shall generally include:-

- i) Sharing of UPSI required for the performance of duties based on the role and function of the person in the Company and/or its subsidiaries, which shall be properly documented.



- ii) Sharing of UPSI pursuant to such other function as may be assigned to the person from time to time, which shall be properly documented.
- iii) Sharing of UPSI for discharging any legal and regulatory compliance/obligation, which shall be properly documented.

(b) With respect to sharing of UPSI by Employees of the Company and/or its subsidiaries with Outsiders (i.e. other than employees of the Company and its subsidiaries - like Auditors, Bankers, Consultants, etc.) – “legitimate purpose” shall generally include:-

- i) Sharing of UPSI required for the performance of duties based on the role and function of the person in the Company and/or its subsidiaries, which shall be properly documented.
- ii) Sharing of UPSI pursuant to such other function as may be assigned to the person from time to time, which shall be properly documented.
- iii) Sharing of UPSI for discharging any legal and regulatory compliance/obligation, which shall be properly documented and necessary approvals be taken from any one of the Key Managerial Personnel (KMP) of the Company.

Amendments to the Policy:

The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision/amendment in accordance with the Rules, Regulations, Notifications etc., on the subject as may be issued by relevant statutory authorities, from time to time.

This code was duly approved by the Board of Directors in its meeting held on February 9, 2019 and shall be effective from April 1, 2019.

For ALPHAGEO (INDIA) LIMITED


Company Secretary