



ALPHAGEO (INDIA) LIMITED

(CIN: L74210TG1987PLC007580)

Regd Office: 802, Babukhan Estate, Basheerbagh, Hyderabad – 500001

Corporate Office: 6-3-250/2, Road No.1, Banjara Hills, Hyderabad –500034

Tel: 040-23320502/503, Fax: 040-23302238, Email: info@alphageoindia.com

Website: www.alphageoindia.com

NOTICE OF 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **ALPHAGEO (INDIA) LIMITED** will be held on **Thursday, 29th September 2016 at 11:00 A.M.** at Sundarayya Vignana Kendram, 1-8-1/B/25A, Baghlingampally, Hyderabad-500 044, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt;
 - a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Report of the Directors' and Auditors' thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2016 together with Report of Auditors' thereon.
2. To declare dividend on the Equity Shares for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Rajesh Alla (DIN: 01657395), who retires by rotation and being eligible, offers himself for reappointment.
4. Ratification of Auditors' Appointment
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 139,142 and such other applicable provisions if any, of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the Resolution passed by the Members at the Twenty Seventh Annual General Meeting (AGM) held on 26th September, 2014 in respect of appointment of the auditors, M/s. PVRK Nageswara Rao & Co. Chartered Accountants (Firm Registration No. 002283S) Hyderabad, till the conclusion of the 30th Annual General Meeting of the Company, the Company hereby ratifies the appointment of M/s. PVRK Nageswara Rao & Co., as Auditors' of the Company to hold office from the conclusion of this 29th Annual General Meeting till conclusion of the 30th Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS

5. Re-appointment of Mr. Dinesh Alla (DIN 01843423) Director of the Company, as Managing Director of the Company and to fix his remuneration.

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013(Act) and the relevant rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule- V of the said Act, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Dinesh Alla, as Managing Director of the Company for a period of FIVE years, with effect from August 21, 2016 on the terms and conditions including remuneration to be paid in the event of inadequacy



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of profits or absence of profits in any financial year upon such terms and conditions and at such a remuneration for a period of THREE Years from the date of his re-appointment, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be accepted to Mr. Dinesh Alla, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

6. Issue of Securities of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and rules made thereunder, to the extent notified and in effect, and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company’s equity shares are listed (the “Listing Agreements”), the Memorandum of Association and Articles of Association of Alphageo (India) Limited (the “Company”) and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and in supersession of the Resolution for Issue of Securities of the Company passed at the Extra Ordinary General Meeting of the members held on 22nd December 2015, the Board is hereby authorised on behalf of the Company, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, in one or more tranches, in the course of domestic and/or



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international offering(s) in one or more foreign markets and/or domestic market, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof, such number of equity shares of the Company (the “Equity Shares”) or the Global Depository Receipts (“GDRs”), the American Depository Receipts (“ADRs”), the Foreign currency convertible bonds (“FCCBs”), fully convertible debentures/partly convertible debentures/optionally convertible debentures, non-convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into or linked to Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “Securities”) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the “Investors”), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, in one or more tranche or tranches, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board’s discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.



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RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which the holders of such convertible securities / warrants become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and



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(b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects including for the payment of dividend on such shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, creation of mortgage/charge in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company (“Members”) or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

Hyderabad
01.08.2016

By Order of the Board
SD/-
Dinesh Alla
Managing Director

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NOTES:

1. The Statement pursuant to Section 102(1) and Schedule V of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing Proxy should, however, be deposited at the CORPORATE OFFICE of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Members/proxies are requested to bring the attendance slips duly filled in for attending the meeting and bring their copies of the Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
4. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Corporate Office of the Company between 11:00 AM to 1:00 PM on all working days except on Saturdays till the date of AGM.
5. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to this Notice.



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6. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Closure of Register of Members and Dividend:
 1. The Company has notified that Register of Members shall remain closed from **24th September, 2016 to 28th September, 2016 both days inclusive** for determining the names of the Members eligible for dividend, if approved, on equity shares.
 2. The dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to those shareholders whose name appears in Register of Members as on **23rd September, 2016**. In respect of shares held in Electronic Form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose.
8. M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500032 acts as the Company's Registrar and Share Transfer Agent for both manual and electronic form of shareholding. All correspondence relating to shares, including Change in Address and Bank Particulars should be addressed directly to them. In respect of shares held in Electronic form, shareholders may send requests or correspond through their respective Depository Participants.
9. Remittance of Dividend:

In terms of instructions issued by the Securities Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS)/ NEFT/RTGS Etc., for making payment of dividend to the members. Accordingly, members holding securities in DMAT mode are requested to update their bank account details with their depository participants. Members holding securities in physical form may send their request for updating bank account details to the Company's Registrar & Share Transfer Agent, Karvy Computershare Private Limited.
10. Non-Resident Indian Shareholders are requested to inform the Registrars M/s. Karvy Computershare Private Limited immediately:
 - a. The change in the Residential Status on return to India for permanent settlement.
 - b. The particulars of the Bank Account maintained in India with complete name, branch, account number and address of the Bank, if not furnished earlier.
11. Corporate Members intending to depute their authorized representatives are requested to send to the Company a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. Shareholders desirous of making nominations are requested to send their request (which will be made available on request) to the Registrar & Share Transfer Agent M/s. Karvy Computershare Private Limited.



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13. Members desiring to seek any information on the financial statements are requested to write to the Company at an early date to enable compilation of information.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DMAT accounts. Members holding shares in physical form can submit their PAN to the Registrar & Share Transfer Agent.
15. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividend for the Financial Years up to 2007-08, on the due date, to the Investor Education and Protection Fund (the IEPF) established by the Government of India. Unclaimed dividend for the Years 2008-09, 2009-10, 2010-11, 2013-14 and 2014-15 are held in separate Bank accounts and shareholders who have not received / en-cashed the dividend warrants are advised to write to the Company with complete details. The Company has not declared any dividend for the financial years 2011-12 and 2012-13.
16. Members who would like to receive all communication including Annual Report, Notices, circulars, etc. from the Company in electronic mode in lieu of physical copy and who have not registered their email addresses so far or who would like to update their email addresses already registered, are requested to register/update their email addresses, in respect of electronic shareholding - through their respective Depository participant and in respect of physical shareholding - by sending a request to the company's Registrar & Share Transfer Agent, mentioning therein their folio number and email address.
- 17. The information pertaining to Directors seeking reappointment at the Annual General Meeting is furnished below:**

Mr. Rajesh Alla is a post graduate Engineer from Carnegie Mellon University, Pittsburgh, USA – a premier institute for Artificial Intelligence Research. After his graduation, he worked in The Robotics Institute, Carnegie -Mellon University. He specialized in Image Processing, Computer Vision and Robotics.

Mr. Rajesh Alla is promoter director of the Company since 30th September, 1992. He is member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of Board of Directors of the Company.

Mr. Rajesh Alla is the Founder and Managing Director of IIC Technologies Limited and Director of IIC Geo Surveys Private Ltd, IIC Academy Private Ltd, Transducers and Controls Private Ltd and Palnadu Infrastructure Private Ltd. He is holding 1,26,567 Equity Shares of the company in his individual capacity. He is related to Mr. Dinesh Alla, Managing Director and Mrs. Savita Alla, Joint Managing Director of the Company.



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Except Mr. Rajesh Alla, Mr. Dinesh Alla, Mrs. Savita Alla and their relatives, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No.3 of the Notice.

The Board recommends the resolution set forth in item No.3 of the Notice for approval of the Members

EXPLANATORY STATEMENT Pursuant to Section 102 (1) of the Companies Act, 2013

The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) given here under set outs all material facts relating to Special Business mentioned in Item No. 5 of the accompanying Notice dated 1st August, 2016.

Item No. 5

Mr. Dinesh Alla assumed the office of Managing Director of the Company on 21.08.1991 and is being reappointed as such for every five-year period since then. In the recent past he has been re-appointed as Managing Director of the Company for a period of 5 years from 21st August 2011 till 20th August 2016.

Mr. Dinesh Alla, is a post graduate in Mathematics and in Management Studies from BITS, Pilani. He has very rich experience and deep knowledge about seismic survey industry and has immensely contributed to the growth of the Company by his incisive and broad based knowledge. Under his able guidance the Company has successfully executed many seismic survey contracts in different terrains. He is chief articulator in making the Company as one of the preferred vendor by major Oil Companies.

The Board of Directors of the Company (Board), at the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 1, 2016 has, subject to the approval of the members by way of Special Resolution, re-appointed Mr. Dinesh Alla as Managing Director of the Company for a further period of 5 years from the expiry of his present term on 20th August, 2016, at the remuneration set out below for a period of 3 years from the date of reappointment.

It is proposed to seek the members’ approval for the reappointment of and payment of remuneration to Mr. Dinesh Alla, Managing Director of the Company in terms of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act 2013 and the Rules made thereunder;

Brief Particulars of the terms of Remuneration payable to Mr. Dinesh Alla are as under:

- a) **Salary:** Salary of Rs. 9,00,000/- per month
- b) **Perquisites and Allowances:**
 - i) House Rent Allowance @ Rs. 1,00,000/- per month.
 - ii) Reimbursement of expenses for gas, electricity and water not exceeding 5% of the salary.
 - iii) Reimbursement of Actual Medical Expenses for self and family not exceeding one month salary for a year or coverage under Medical Insurance Policy of the Company.
 - iv) Personal Accident Insurance not exceeding Rs. 12000/- per annum.
 - v) Reimbursement of actual club fees subject to a maximum of two clubs.
 - vi) Contribution to Provident Fund not exceeding 12% of the salary.



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- vii) Gratuity at the rate of half months' salary for each Completed year of service, subject to a maximum amount as per Payment of Gratuity Act, 1972.
- viii) Encashment of unavailed leave as per rules of the company.
- ix) Provision of car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for personal purpose shall be billed by the Company to Managing Director.

- c) **Commission:** In addition to Salary, perquisites and allowances, Commission not exceeding 5% of the net profits of the Company in a financial year computed in the manner laid down in Section 197(8) of the Companies Act 2013.

- d) **Minimum Remuneration:**
Notwithstanding anything to the contrary herein contained, where in any financial year, during the current tenure of Managing Director, the Company does not have profits or its profits are inadequate, the company shall pay remuneration by way of salary, perquisites and allowances, commission not exceeding the maximum limits as prescribed under Section II, Part II of Schedule V of the Companies Act, 2013 as amended from time to time as minimum Remuneration to Mr. Dinesh Alla.

- e) **Aggregate Remuneration:**
The aggregate of remuneration, commission, perquisites and allowances payable to the Managing Director individually or to all whole time directors if any of the Company taken together during any financial year shall not exceed 5%/10% of profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act 2013."

In the opinion of the Board of Directors, Mr. Dinesh Alla satisfied all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and entitled for the proposed remuneration. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Dinesh Alla, as Managing Director of the Company under Section 190 of the Act.

Additional Information required under Schedule V of the Companies act, 2013 is furnished hereunder:



ALPHAGEO (INDIA) LIMITED

(CIN: L74210TG1987PLC007580)

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Corporate Office: 6-3-250/2, Road No.1, Banjara Hills, Hyderabad –500034

Tel: 040-23320502/503, Fax: 040-23302238, Email: info@alphageoindia.com

Website: www.alphageoindia.com

NOTICE OF 29TH ANNUAL GENERAL MEETING

I	Information Sought	Information		
1	Nature of Industry	The Company is engaged in providing seismic data acquisition and related services for Oil and Gas Exploration Companies.		
2	Date or expected date of Commencement of commercial production	The Company has commenced its commercial operations in the year 1990 and is in the business for more than 25 years.		
3	Financial Performance based on given indicators	(Rs in Lakhs)		
		Particulars	2015-16	2014-15
		Total Revenue	7022.61	6498.35
		Total expenses	5991.50	4945.53
		Profit Before Tax	1031.11	1552.83
		Profit After Tax	695.55	1489.64
		Dividend	20%	20%
	Shareholders' Fund	7646.32	6149.05	
4	Foreign Investment or collaborations, if any	Foreign Investment as on 31.3.2016 is 4.15%. There is no foreign collaborations in existence as on 31.3.2016		
II	Information about the appointee:			
1	Background details	Mr. Dinesh Alla is a post graduate in Mathematics and in Management Studies from BITS, Pilani and has a wide experience in the field of Seismic Survey. He is Managing Director of the Company since 1991 and under his able guidance the Company has successfully executed many seismic survey contracts in different terrains all over India.		
2	Past Remuneration	Members at 27 th Annual General Meeting of the Company has approved the Remuneration consisting of Salary and Allowances, commission and perquisites with a ceiling of 5% of the profit under Section 197 of the Companies Act, 2013. He has been paid a remuneration for the year 2015-16 of Rs. 87.09 lakhs (For 2014-15 Rs.68.46 Lakhs)		
3	Recognition or awards	Mr. Dinesh Alla is chief articulator in making the Company as one of the preferred vendor by major Indian Oil Companies and also International Renowned Oil and Gas Companies.		
4	Job profile and his suitability	Mr. Dinesh Alla has rich experience and deep knowledge about seismic survey industry and has immensely contributed to the growth of the company by his incisive and broad based knowledge.		
5	Remuneration proposed	Remuneration proposed is inline with Schedule V of the Companies Act, 2013 with a minimum remuneration of not exceeding the amount specified in Part II of Schedule V of the Companies Act 2013 and a maximum of 5% of profits calculated in the prescribed manner		
6	Comparative remuneration profile with respect to industry, size of the company, profile of the company, profile of the position and person (in case of expatriates the relevant details would be	Mr. Dinesh Alla (DIN: 01843423) has served on the Board of the Company since inception. He has led the Company from its Company, profile of the nascent stage and has propelled its growth. He has streamlined the business process operations of the company and has been a strategic management personal. His skill set and his		



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NOTICE OF 29TH ANNUAL GENERAL MEETING

	with respect to the country of his origin)	experience places him at par with similar positions on other companies of comparable sizes and nature. Considering the general industry and the specific Company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.
7	Pecuniary relationship directly or indirectly with Company, or relationship with the managerial personnel, if any	Mr. Dinesh Alla is a Promoter Director and Managing Director of the Company. Details of pecuniary relationship with company are disclosed in Notes to Financial Statements for the year 2015-16. Mr. Rajesh Alla, Director and Mrs. Savita Alla, Joint Managing Director are related to the appointee.
III	Other Information:	
	Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.	The company has total revenue of Rs. 7022.61 lakh for 2015-16 against Rs.6498.35 Lakhs for 2014-15. Having improved government initiatives for Oil and Gas Exploration in the Country and aggressive projections of 12th Five year plan, the operations in forthcoming years will increase and the company is in commendable position to utilise each and every opportunity it will come across.

Mr. Dinesh Alla (DIN: 01843423) is interested in this resolution as the same relates to his re-appointment and remuneration payable to him.

Mr. Rajesh Alla (DIN: 01657395) and Mrs. Savita Alla (DIN: 00887071) being related to Mr. Dinesh Alla (DIN: 01843423) are deemed to be interested in the resolution.

The relatives of Mr. Dinesh Alla (DIN: 01843423) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Item No. 6

The Company, in order to enhance its competitiveness and ability in execution of the contracts, needs to strengthen its financial position and net worth by augmenting its long term resources.

The Company to meet the requirements for the above purpose and for general corporate purposes, as may be decided by the Board from time to time, it is proposed to seek the authorization from the Members of the Company in favour of Board of Directors "(Board" which expression for the purposes of this resolution shall include any committee of Directors constituted by the Board), without the need for any further approval from the Members to undertake issue of securities of the Company in compliance with the applicable provisions, rules, regulations, guidelines, notifications and circulars if any of the Companies Act, 2013 or issued by the Government of India, Securities and Exchange Board of India, Reserve Bank of India or the Listing Agreements entered with the Stock Exchanges, as set out in the special resolution at Item No. 6 of the accompanying Notice.

In view of above, the Board may, in one or more tranches. issue and allot equity shares / fully convertible debentures, partly convertible debentures, optionally convertible debentures, non-convertible



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NOTICE OF 29TH ANNUAL GENERAL MEETING

debentures/ preference shares, convertible or non-convertible/ global depository receipts/ American depository receipts/ foreign currency convertible bonds /any other financial instrument or securities convertible into or linked to equity shares with or without detachable warrants with a right exercisable by warrant holders to convert or subscribe to the equity shares or otherwise, with or without voting rights, denominated in rupees or in foreign currency to all eligible investors including resident or non-resident and /or institutions/banks/qualified institutional buyers/ incorporated bodies / individuals or any other category of investors which aggregating not to exceed Rs. 300 Crores.

The pricing of the securities and the relevant date that may be applicable to a particular security or instrument shall be in compliance with the applicable regulations including SEBI (ICDR) Regulations.

For the reasons aforesaid, an enabling special resolution seeking approval of the members and giving an adequate flexibility and discretion to the Board was passed at the Extra Ordinary General Meeting held on 22nd December 2015. However, as per the Provisions of Chapter VIII of SEBI (ICDR) Regulations and Rule 13 (2)(e) and (f) of the Companies (Share Capital and Debenture) Rules 2014, the validity of the Resolution is expiring on 21st December 2016. It is proposed, to have valid enabling resolution for the aforesaid purposes until issue of securities of the Company and to give an adequate flexibility and discretion to the Board to finalise the terms of the issue of securities from time to time and also to authorize Managing Director of the Company to do all required and necessary acts relating to the issue of securities of the Company, to pass the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution, except to the extent of their equity holdings if any in the Company.

Hyderabad
01.08.2016

By Order of the Board
SD/-
Dinesh Alla
Managing Director



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NOTICE OF 29TH ANNUAL GENERAL MEETING

**Share Transfer Agent: Karvy Computershare Private Limited,
Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad-500032**

ATTENDANCE SLIP

Regd. Folio. No.	
No. of Equity Shares held	

*DP ID:	
*Client ID:	

Name of Shareholder	
Name of Proxy	

I/We hereby record my/our presence at the 29th Annual General Meeting of the Alphageo (India) Limited, held on Thursday, 29th September 2016 at 11.00 AM at “Sundarayya Vignana Kendram, 1-8-1/B/25 A, Baghlingampally, Hyderabad – 500 044.

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, Please sign here

If Proxy, Please sign here

Notes: This form should be signed and handed over at the Meeting Venue.

*Applicable for investors holding shares in electronic form.



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NOTICE OF 29TH ANNUAL GENERAL MEETING

29TH ANNUAL GENERAL MEETING- 29TH SEPTEMBER, 2016

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:

1. Name:

.....

Address:

.....

E-mail Id: Signature or failing him

2. Name:

.....

Address:.....

E-mail Id: Signature or failing him

3. Name:

Address:

E-mail Id: Signature..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday of 29th September 2016 at 11.00 A.M. at “Sundarayya Vignana Kendram, 1-8-1/B/25 A, Baghlingampally, Hyderabad-500 044 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:



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NOTICE OF 29TH ANNUAL GENERAL MEETING

S. No.	Resolutions	For	Against	Abstain
1. a.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2016 together with the Reports of the Directors' and Auditors' thereon.			
1.b.	Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31 st March 2016 together with Report of Auditors thereon.			
2.	Declaration of Dividend on Equity Shares for the year ended 31 st March 2016.			
3.	Re-appointment of Mr. Rajesh Alla (DIN: 01657395) as Director of the Company, who retires by rotation, and being eligible offers himself for re-appointment.			
4.	Ratification of Appointment of Auditors' till the conclusion of 30 th Annual General meeting and fix their remuneration.			
5.	Re-appointment of Mr. Dinesh Alla (DIN 01843423) Director of the Company, as Managing Director of the Company and to fix his remuneration.			
6.	Issue of Securities of the Company.			

Signed this.....day of 2016

Signature of shareholder

Affix
Revenue
Stamp here

.....
Signature of first proxy holder

.....
Signature of Second proxy holder

.....
Signature of Third proxy holder

**** This is only optional. Please put a 'V' in the appropriate column against the resolutions indicated in the Box. Alternatively, the number of shares may be mentioned in the appropriate column in respect of which the shareholder(s) would like his /their proxy to vote. If all the columns are left blank against any one or all the resolutions, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.**

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the meeting.**
2. The proxy need not be a member of the Company. Appointing a proxy does not prevent a member from attending the meeting in person if the member so wishes.
3. In the case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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NOTICE OF 29TH ANNUAL GENERAL MEETING

ALPHAGEO (INDIA) LIMITED

Route Map of Venue of Annual General Meeting

