



ALPHAGEO (INDIA) LIMITED

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**

CIN: L74210TG1987PLC007580

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

Corp 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

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given to all the Members of the Company that an Extraordinary General Meeting of ALPHAGEO (INDIA) LIMITED will be held on Tuesday, 22nd December, 2015 at 11:00 AM at Sundarayya Vignana Kendram, 1-8-1/B/25A, Baghlingampally, Hyderabad – 500 044 Telangana State, to transact the following business:

Special Business:

1. Issue of Securities of the Company:

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

“RESOLVED 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), 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 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.

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
- (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 advise 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.

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.

2. Borrowing Limits of the Company:

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the ordinary resolution passed by the Shareholders on September 24, 2008, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised, in accordance with Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, to borrow any sum or sums of money, in Indian Rupees and/ or in any foreign currency from time to time, at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) by a sum not exceeding five times of the then Paid Up Capital of the Company and its Free Reserves and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions

of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

3. Creation of Charge/ Mortgage on assets of the Company.

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession to the ordinary resolution passed by the Shareholders on September 24, 2008, the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future, in favour of the Lender(s), Agent(s) and Trustee(s)/ Trustees (s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising Foreign Currency Convertible Bonds and/or fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, as may be amended from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

By Order of the Board of Directors

Hyderabad
26.11.2015

Meenakshi Naag
Company Secretary

NOTES:

1. The Statement pursuant to Section 102(1) 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 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 Extraordinary General Meeting.
5. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35 B of the Listing Agreement, 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.
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. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/ List of Beneficial Owners as received from the Karvy Computershare Pvt Ltd (RTA) on 20th November, 2015.
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. 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 Extra-ordinary General Meeting.
10. Members desiring to seek any information on the business of the meeting are requested to write to the Company at an early date to enable compilation of information.

11. 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.
 12. 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.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) to the accompanying Notice dated 26th November, 2015:

Item No. 1.

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.1 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 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 is therefore proposed to be passed 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.

The Board of Directors accordingly recommend the Special Resolution set out at Item No.1 of the accompanying Notice for the approval of the Members.

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

Item Nos. 2 and 3

The Board of Directors of a Company shall not, except with the consent of the Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1) (c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

The Members by way of an Ordinary Resolution at the Annual General Meeting held on September 24, 2008 had, inter alia, authorised the Board to borrow upto Rs. 200 Crores.

The borrowings of the Company are in general required to be secured by equitable mortgage or Charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The Members by way of an Ordinary Resolution at the Annual General Meeting held on September 24, 2008 had, inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The provisions of the Companies Act. 2013 and its rules thereunder, require the Company to seek the approval of the Members afresh by way of Special Resolution, to borrow money from time to time for its business activities. through issue of debentures, bank borrowings. etc. and to secure such borrowings by mortgage / charge on any of the movable and/or immovable properties of the Company.

The Board of Directors accordingly recommend the Special Resolution set out at Item Nos. 2 and 3 of the accompanying Notice for the approval of the Members.

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

By Order of the Board of Directors

Hyderabad
26.11.2015

Meenakshi Naag
Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING
INSTRUCTIONS FOR REMOTE E-VOTING FORMING PART OF NOTICE CONVENING
EXTRAORDINARY GENERAL MEETING (EGM):

E-voting

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, **ALPHAGEO (INDIA) LIMITED** (the Company) is pleased to provide its shareholders remote e-voting facility to cast their votes electronically on Resolutions set forth in the Notice convening Extraordinary General Meeting scheduled to be held on 22nd December, 2015 at 11:00 A.M. The remote e-voting facility is being provided by Karvy Computershare Private Limited (KCPL).

E-voting Event Number and Timelines for voting:

The E-voting Event Number and the timelines of E-voting are detailed below:

E—voting Event Number (EVEN)	Commencement of Remote E-Voting	End of Remote E-Voting
2202	17 th December, 2015 Thursday at 11.00 A.M.	21 st December, 2015 Monday at 5.00 P.M.

General Information:

1. Shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cutoff date, may cast their vote electronically. The voting rights of the shareholders shall be ONE VOTE PER EQUITY SHARE registered in the name of the shareholder / beneficial owner **as on the cut-off date i.e, 15th December, 2015.**
2. Every shareholder requires User ID and Password for casting their votes electronically. In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID.
3. For Shareholders receiving Notice of EGM in physical form, the initial password will be intimated along with the Notice of EGM and for Shareholders receiving Notice of EGM electronically, password will be provided in the email forwarding the electronic notice.
4. Any person who becomes a member of the Company after the dispatch of the Notice of the EGM and holds shares as on the cutoff date may obtain User ID and Password by contacting Karvy Computershare Private Ltd.
5. During Remote E-voting period, Shareholder of the Company holding their shares either in physical form or in dematerialised form, as on the cutoff date, may cast their votes electronically. The E-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is casted by the shareholders, the shareholders shall not be allowed to change it subsequently.
6. Shareholders who have not casted their votes electronically, may only cast their vote at the Extraordinary General Meeting.
7. M/s. D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad will act as Scrutinizer for scrutinizing the E-voting process in a fair manner.

8. The scrutinizer shall, immediately after the conclusion of voting at the EGM, first counts the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any of each of the resolutions set forth in the Notice of the Extraordinary General Meeting, not later than 48 hours of conclusion of the meeting, to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same.
9. Resolution shall be deemed to be passed on the date of EGM subject to receipt of requisite number of votes in favour of Resolution.
10. The results of voting along with the scrutinizers' report shall be placed on the website of the Company www.alphageoindia.com and on Karvy's website <https://evoting.karvy.com> and shall be intimated to the stock exchanges immediately after declaration of results by the Chairman or by a person authorised by him.

Instructions and Steps for E-Voting:

Shareholders are requested to read the instructions / steps detailed below before exercising/casting their vote:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password/Pin). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password/Pin for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E- Voting "EVEN" i.e., Alphageo (India) Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios/Demat accounts shall choose the voting process separately for each folio/Demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).

- xi. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: dhr300@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Alphageo (India) Limited _Extraordinary General Meeting".
- xii. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- xiii. In case of any queries, you may refer Help & Frequently Asked Question (FAQs) section of <https://evoting.karvy.com> (Karvy Website) or call KCPL on 040-67161606& Toll Free No.1800 3454 001.

By Order of the Board of Directors

Hyderabad
26.11.2015

Meenakshi Naag
Company Secretary

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

**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 Extraordinary General Meeting of the Alphageo (India) Limited, held on **Tuesday, 22nd December, 2015** 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.

ALPHAGEO (INDIA) LIMITED

CIN: L74210TG1987PLC007580

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

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Website: www.alphageoindia.com

EXTRAORDINARY GENERAL MEETING- TUESDAY 22ND DECEMBER, 2015

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 Extraordinary General Meeting of the Company, scheduled to be held on Tuesday 22nd December 2015 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 resolution as is indicated below:

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

S. No.	Description	For	Against	Abstain
1.	Special Resolution for Issue of Securities of the Company			
2	Special Resolution for Borrowing Limits of the Company			
3	Special Resolution for creation of charge/mortgage on assets of the Company			

Signed this.....day of 2015

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.**
- 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.
- 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.
- 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.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.