



ALPHAGEO (INDIA) LIMITED

Code of Conduct for Directors and Senior Management Personnel

(Reviewed by the board in its meeting held on 11th February, 2025)

Code of Conduct for Directors and Senior Management Personnel

1. Preamble

- a) This Code of Conduct shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of Alphageo (India) Limited (hereinafter referred to as "the Company"). This Code shall also be treated as the Code under Schedule IV of the Companies Act, 2013.
- b) This code is in alignment with Company's Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.
- c) The said Code was reviewed by the Board of Directors and updated on 11th February 2025.
- d) At Alphageo, it is the commitment and continuous endeavor of the Board of Directors and all the employees to attain good corporate governance, ensuring truth and transparency, accountability in all its dealing with employees, stakeholders, consumers, and community at large.
- e) The Management believes that this organization has been trusted by various stakeholders and we are the "trustees" of these stakeholders. It is, therefore, necessary to ensure that the organization should be managed in a manner that protects and secures the interests of its stakeholders. We (the Board of the Directors and all senior level employees) recognize society as an important stakeholder in this enterprise in addition to the promoters and other shareholders; therefore, it is part of our responsibility to practice good corporate citizenship.
- f) It is also our belief that to serve the interests of our stakeholders in perpetuity, we must build this organization into an institution whose dynamism and vitality are anchored in its core values.

2. Definitions & Interpretation

- A. Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:
 - "**Board**" shall mean the Board of Directors of the Company.
 - "**Directors**" shall mean directors on the Board,
 - "**Company**" shall mean Alphageo (India) Limited.
 - "**Compliance Officer**" shall mean the Company Secretary of the Company.
 - "**Relative**" shall mean 'relative' as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definition Details) Rules, 2014
 - "**Senior Management Personnel**" includes officers of the Company at one level below the Managing Director or Whole-time Director and persons identified and designated as key managerial personnel, other than the board of directors of the Company
- B. In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3. Applicability

This code is applicable to the Board Members including Independent Directors, members of the Management Committees and all Senior Management Personnel (hereinafter collectively referred to as "Employee(s)").

All concerned must read, understand, and ensure to abide by it in their day-to-day activities. They may contact Head-HR or Compliance officer in case any query relating to compliance of this Code.

4. Purpose and Scope

This Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability. Every employee is expected to comply with this Code in letter and spirit. One must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

5. Commitment

We as employees undertake that

a) Honest and Ethical Conduct:

Honesty is the basic input of Trusteeship. We shall act in accordance with the highest standards of personal and professional integrity and honesty. Such acts are not only on the Company's premises and offsite but also at company sponsored business, social events as well as other places. Our act and conduct shall be free from fraud and deception. We shall conform to the best-accepted professional standards of conduct.

b) Inter-personal Relationships:

In our relationship with colleagues - we recognize their respect and dignity and in the same way, we ourselves would expect from them.

c) Honour Confidentiality:

We shall maintain the confidentiality of all material non- public information about Alphageo business until and unless discharged from such obligations under requirement of any law or any provisions of this Code.

d) Fair Dealing:

Our dealing shall be fair with customers, suppliers, competitors, and employees of group companies and not take unfair advantage through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

6. Conflict of Interest

It is expected on part of the employees to make business decisions considering best interest of the Company as a whole, without being influenced by personal relationships or benefits. They are expected to apply their proper mind in arriving at sound decision without any conflict of interest, which may adversely affect the company's business.

Directors and Senior Management dealing with the Company shall disclose to the Company all information that is relevant and necessary for the Company to ensure compliance with the applicable laws.

Conflict of interest may occur directly with employees, directors or through their relative or family connection. It may arise when an employee or director or a member of his/her family gets any undue personal benefits or interests due to his/her position with the Company. Under such situation, he/she is expected to disclose to the Board about the same. The following examples are given as guidelines for determining situations where such conflict of interest may arise, but such examples are not intended to cover all possible events.

- a) **Corporate Business Opportunities:** It is duty of the Employees and Directors towards the Company to enhance its legitimate business interest whenever and wherever such opportunities so arise. They are prohibited from taking benefit of such opportunities for themselves or through third party. More so, employees and directors are not to use company property, information, or position for personal gain or in competition with the company.
- b) **Improper Influences – Gifts and Entertainment:** No employee or director must offer, make, solicit, or receive any bribe, kickback, illegal contribution, or other improper payment. Such activity is not condonable. Further, no employee or director should accept any gift or gratuity of material value or excessive entertainment from any organization or individual that is having business relationship with the company. To avoid such situation, the employees and directors must use common sense and good judgement in case of such circumstances.
- c) **Diversion of Business:** Directors and Senior Management personnel shall not divert business opportunities of the Company, by exploiting for their own personal gain, business opportunities that are discovered using corporate propriety information or position. However, the Directors and Senior Management personnel can Pursue such business opportunities once they are fully disclosed to the company and the company declined to pursue such opportunities.
- d) **Confidential Information/Publicity:** Employees are not allowed to disclose or use any confidential information obtained or gained in course of his/her employment for his/her personal gain or profit or to any other person or party. Further they are not allowed to provide any information either formally or informally to the press or to any publicity media without authorization.
- e) **Outside directorship:** It is a conflict of interest to serve as a director of any company that competes with the Company. Directors/ Senior Management must first obtain approval from the Company's Board/ Managing Director before accepting a directorship.

7. Duties of Independent Directors

The Independent Directors shall—

- a) Undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the company;
- b) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts;
- c) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

- d) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) Strive to attend the general meetings of the company;
- f) Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board;
- g) Keep themselves well informed about the company and the external environment in which it operates;
- h) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- j) Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders, and its employees;
- m) Not disclose confidential information, including commercial secrets, technologies, tenders' details, unpublished price sensitive information, unless such disclosure is expressly approved by the board or required by law;
- n) Shall endeavour to hold at least two meetings in a financial year, without the attendance of non-independent directors and members of management to
 - review the performance of non-independent directors and the board as a whole,
 - review the performance of the Chairperson of the company, considering the views of executive directors and non-executive directors, and;
 - assess the quality, quantity, and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All the independent directors of the company shall strive to be present at such meeting
- o) Abide by the Code for Independent Directors as laid down under Schedule IV of the Companies Act, 2013.

8. Legal Compliance

Employees are responsible for adhering to this Code and ensuring compliance with all applicable laws, regulations, and corporate policies. Non-compliance is considered unethical and can lead to fines or penalties for the company. To prevent such issues, any negligence or willful misconduct may result in disciplinary action, which could include a reprimand, suspension, or termination, depending on the seriousness of the offense and the employee's overall record. To ensure necessary compliance with various statutes and laws applicable to the company, Chief Financial Officer and Compliance officer of the Company is responsible for ensuring the compliances and placing the report/certificate in consolidated form to the Board.

9. Securities Transactions and Confidential Information

All employees and their immediate family members shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the Group which is not in the public domain.

No employee shall use or proliferate information which is not available to the public as it would constitute insider information for making or giving advice on investment decisions on the securities of the Company. Such insider information might include the following:

- financial information such as profits, earnings, and dividends
- announcement of new tenders, bidding for tenders, or award of contracts.
- major contracts, share purchase agreements or joint venture agreements.
- restructuring plans raising finances
- acquisition and diversification of businesses

10. Reporting Concerns

All employees shall report promptly to the management any actual or possible violation of the Code or any event which could affect the business or reputation of the Company.

11. Proper use of Company's assets and cost consciousness

We are trustees of the company's properties, funds, and other assets and as such it is our responsibility for protecting the same against any misappropriation, loss, damage, theft etc., by evolving proper internal control system and procedures. No employee shall use the company's facilities for personal use. Even for use of company's purpose, employees are expected to take utmost care for avoidance of wastage so that cost to the company becomes reasonable.

12. Environment Protection, Social Responsibility & Risk Management

a) Environment Protection:

The Company places highest corporate priority in ensuring and adhering to best procedures relating to environment protection.

b) Social Responsibility:

• Community Development:

The Company continues to contribute to the communities in which we operate and address social issues responsibly.

• Transparency and shareholder value:

We are committed to be driven by our conscience and regulatory standards, to deliver value to our shareholders.

• Safety, Health, and friendly work place for the Employee:

The Management recognizes human resources as the prime machinery of an organization; therefore, they always give priority to provide all safety measure for good health of the employees.

c) Risk Management:

The Company believes in evolving a comprehensive risk management framework by a process of developing strategy to not only manage but also minimize the risk. This is process of identifying, assessing, and measuring the possible risk, which may be faced by the company, and then formulating

plans to cover and manage the same.

13. No Rights Created:

This Code sets forth guidelines for conduct for the Board of Directors and Senior Management Executives. It is not intended to and does not create any rights in any Director or Senior Management Executive, client, supplier, customer, shareholder, or any other person or entity.

14. Annual Affirmation with compliance of this Code:

As per Regulation 26(3) of the SEBI Listing Regulations, all members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis.

15. Violation of this Code:

In case it is found that any of the employees does not follow this Code by engaging misconduct, the matter would be reviewed by the Board whose decision shall be final and the Company reserves the right to take appropriate action against the guilty employee.

16. Continual updation of Code:

This Code is subject to continuous review and updation in line with any change in law, the Company's policy, vision & plans or otherwise as the Board may deem as necessary.
