

ALPHAGEO (INDIA) LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In accordance with the requirements of Clause 49 of the Listing Agreement with Stock Exchanges, the Company is required to familiarize the Independent Directors with the Company, their roles, rights responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Further, the details of such familiarization programme(s) shall be disclosed on the Company's website and a web link shall also be given in the Annual Report.

In Alphageo (India) Ltd., the Independent Directors are afforded every opportunity to familiarize themselves with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities so that they can contribute significantly towards the growth of the Company. They have full opportunity to interact with senior management personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

Briefly, following are the initiatives undertaken by the Company to familiarize the Independent Directors with the Company, its business, nature of industry in which it operates, their roles and responsibilities, etc.

1. Formal Letter of Appointment

Formal letter of appointment is issued to Independent Directors incorporating, inter alia, their duties, roles, responsibilities, liabilities as director of the Company.

2. On Induction

A new director is apprised of the working of the Company and various codes of conduct adopted by the Company in its functioning. This will be accomplished by conducting an Orientation Programme for all new Board members before they join the Board of Directors. The detailed plan for the said programme covers the following aspects:

A. Board Overview:

- Constitution of the Board of Directors, list of members
- Role of the Board of Directors
- Performance Appraisal Mechanism for the Board of Directors

B. Company Overview:

- Financial performance: Latest Audited Annual Report and Un-audited Financial Results for immediately preceding quarter

- Visit to a project site
- Introduction meeting with Chairperson, Managing Director and Joint Managing Director
- Contribution of Projects to previous years' turnover: Projects completed by Company on different terrains.
- Interaction with Key Management Personnel and Senior Management including in charge for operations

C. Strategy Orientation:

- Brand-Services -Market Strategy
- Supply Chain Overview
- Overall Cost Structure in brief
- Business Risk / Risk Management Policies

D. Industry & Market Orientation:

- Market size;
- Growth rates and Critical Success Factors
- Key segment competitors
- Share prices and Market Sensitivity

3. On Going Basis

On an on-going basis, detailed presentations are made to the Board of Directors/various Committees of the Board of Directors on matters which inter-alia, covers:

- Company strategy and its business model
- Operations of the Company including HSE practices being adopted etc.
- Financials of the Company
- Risk Management Framework – Risks faced by the Company & mitigating actions thereof.
- Loans, Guarantees, Investments made by the Company.
- Contingent Liabilities
- Related party transactions
- Internal Controls, identification of weakness, if any, and improvisation in such controls
- Performance Evaluation
- Financials, Operations and investments made by Subsidiary Companies
- Formulations of various policies viz.– Related Party Transactions, Vigil Mechanism, Corporate Social Responsibility etc;
- Roles, Responsibilities, duties, etc of directors as Board and Committee members
- Issues and findings during Internal Audit

4. Access to Information & Opportunity to Interact

- Independent Directors (IDs) will have complete access to the information within the Company.

- IDsare free to Interact with the Company Management which happens generally during Board/Committee Meetings.
- IDscan also have interaction with the Statutory Auditors, internal Auditors, Secretarial Auditors and External Advisors, if any, appointed by the Company.
- IDs can also have the opportunity to meet without the presence of any management personnel where they can informally discuss the matters pertaining to the Company and put forward their combined view to the Chairperson.
- Independent Directors will have an independent meeting without participation of executive, non-independent directors where they can freely discuss and appraise about performance of the Board, Executive Directors and the Chairperson of the Company and also about quality and timely flow information between management and the Board.

5. Compliances & Disclosures

The Independent Directors are explained in detail the Compliances required from them under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and their affirmation is taken with respect to the same. The Company provides regular updates on relevant provisions including changes in Company Law, Listing Agreement with Stock Exchanges and applicable laws to ensure that its Independent Directors are kept abreast on these regulations.

Conclusion: Thus, all efforts are made through the above initiatives to involve the independent directors considerably in the strategies and analysis of the various business situations of the Company and to equip them to effectively discharge their responsibilities as a Director, more particularly as an Independent Director of the Company.