



(CIN: L74210TG1987PLC007580)

Regd. Office: 802, Babukhan Estate, Basheerbagh, Hyderabad – 500001
Corporate Office: 6-3-250/2, Road No.1, Banjara Hills, Hyderabad – 500034
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NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of ALPHAGEO (INDIA) LIMITED will be held on Friday, 26th September 2014, at 11.00 AM at “Sundarayya Vignana Kendram”, 1-8-1/B/25A, Baghlingampally, Hyderabad-500 044, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date along with the Report of Directors’ and Auditors’ thereon.
2. To declare dividend on the equity shares for the financial year ended 31st March, 2014
3. To appoint a Director in the place of Mr. Rajesh Alla (DIN: 01657395), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in the place of Mr. Srinivas Reddy Ravula (DIN: 02038149), who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration. The retiring Auditors M/s. P.V.R.K. Nageswara Rao & Co., Chartered Accountants, Hyderabad (Firm Regn. No. 002283S) are eligible for re-appointment. In this connection to consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made there under M/s. P. V. R. K. Nageswara Rao & Co., Chartered Accountants (Firm Registration No. 002283S) Hyderabad, who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of the 27th Annual General Meeting ,for a period of three consecutive years until conclusion of the 30th Annual General Meeting of the Company, subject to ratification of appointment by the members at every subsequent Annual General Meeting held hereafter, at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

6. To appoint Mr. MOHAN KRISHNA REDDY ARYABUMI (DIN : 00093185) as an Independent Director in terms of section 149 of the Companies Act 2013

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the Equity Listing Agreement with Stock Exchanges, Mr. MOHAN KRISHNA REDDY ARYABUMI (DIN : 00093185), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May 2014, who holds office up to the date of 27th Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 28th May 2019 .”

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. MOHAN KRISHNA REDDY ARYABUMI (DIN : 00093185), be paid such fees and remuneration and profit related commission as the Board and Nomination and Remuneration Committee of the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

7. To Appoint of Mrs. **SAVITA ALLA** (DIN : 00887071) as a Director of the Company

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 Sections 149, 152 and all other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. SAVITA ALLA (DIN : 00887071), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2014, who holds office up to the date of 27th Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To Approve Remuneration to the Mr. **DINESH ALLA** (DIN: 01843423) Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that, in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Company be and is hereby accorded for the payment of remuneration, including remuneration in case of inadequacy of profits, absence of profits or no profits, to Mr. DINESH ALLA (DIN: 01843423) Managing Director of the Company for a period of two years effective from 21st August, 2014 as set out in the Explanatory Statement annexed to the Notice convening this Meeting, subject to that such remuneration shall not exceed the limits specified under section 197 read with Schedule V of the Act or any statutory modifications or re-enactment thereof."

9. To appoint Mr. **Z.P. MARSHALL** (DIN: 01844363), Director of the Company, liable to retire by rotation at present as an Independent Director of the Company, not liable to retire by rotation, in terms of Section 149 of the Companies Act, 2013

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Equity Listing Agreement with Stock Exchanges, Mr. Z. P. MARSHALL (DIN 01844363) who was appointed as a Director liable to retire by rotation under the provision of the erstwhile Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years till 25th September, 2019.

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Z.P. Marshall (DIN : 01844363) be paid such fees and remuneration and profit related commission as the Board and

Nomination and Remuneration Committee of the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

10. To appoint Mr. ASHWINDER BHEL (DIN:00962469) , Director of the Company, liable to retire by rotation at present as an Independent Director of the Company, not liable to retire by rotation, in terms of Section 149 of the Companies Act, 2013.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Equity Listing Agreement with Stock Exchanges, Mr. ASHWINDER BHEL (DIN : 00962469) who was appointed as a Director liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years till 25th September, 2019.

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. ASHWINDER BHEL (DIN : 00962469) be paid such fees and remuneration and profit related commission as the Board and Nomination and Remuneration Committee of the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

11. Adoption of new Articles of Association in compliance with regulatory changes applicable due to enactment of new Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors 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”.

By Order of the Board

Hyderabad
12.08.2014

DINESH ALLA
MANAGING DIRECTOR

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 share holder.
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 accompanying Notices 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 Clause 35B 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. Closure of Register of Members and Dividend
 - A. The Company has notified that Register of Member shall remain closed from 26th August, 2014 to 29th August, 2014 both days inclusive for determining the names of the Members eligible for dividend, if approved, on equity shares. 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.
 - B. 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 29th August, 2014.
8. M/s. Karvy Computershare Private Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081 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 details with their depository participants. Members holding securities in physical form may send their request for updating bank 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 names and physical form are advised to make nomination in respect of their share holding in the company. Shareholders desirous of making nominations are requested to send their request (which will be made available on request) to the Registrar and Share Transfer Agent M/s. Karvy Computershare Private Limited.
 13. Members desiring to seek any information on the annual accounts 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 demat 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 upto 2005-06, on the due date, to the Investor Education and Protection Fund (the IEPF) established by the Government of India. Unclaimed dividend for the Years 2006-07, 2007-08, 2008-09, 2009-10 and 2010-11 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 address's, 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. Pursuant to Clause 49 of the Listing Agreement, the information pertaining to directors seeking re-appointment at the annual general meeting is furnished below:
 - A. **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 specialised 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 Director of the Company.
 - B. **Mr. S Ravula Reddy**, (DIN: 02038149) Director is a post graduate in Geophysics and is the Chief Geophysicist and president of Alphageo Inc. Mr. Ravula has wide global experience in data acquisition, data processing and data interpretation in several countries including those in Africa and Middle East. He has published several papers and is a veteran in the field of geophysical exploration. He is a Promoter Director of the company since inception. His experience is guiding force to the Company in execution of the projects. He is not holding any directorship in any other Companies. He is not holding any shares of the Company in his individual capacity.

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

Item No.6

Mohan Krishna Reddy Aryabumi (DIN: 00093185) has a Masters Degree in Financial Management from Jamnalal Bajaj Institute of Management, University of Bombay and a First Class Degree in Economics from the University of Madras. He was Chief Financial Offer of Applabs, a leading Software Testing Services Company and Infotech Enterprises(renamed CYIENT), a leading Engineering Design Services and Geospatial

services Company. Earlier to this, he was the Senior Vice President of JM Morgan Stanley, a leading investment bank in India. He was also held various positions with ANZ Grindlays Bank, Unit Trust of India and Indian Bank. At present he is the founder CEO of Banyan Advisory, an advisory services company focusing on M&A and Pvt Equity and also an angel investor. He has been active in TiE, CII, FAPCCI and Madras Chamber of Commerce. He is a Director on the several Boards of closely held companies and also Director of Palred Technologies Ltd, a Listed Company.

Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185), being complied with the provisions of Section 149 of the Companies Act, 2013 (Act) has been appointed as an Additional Director-cum- Independent Director of the Company, not liable to retire by rotation for a term of 5 consecutive years, by the Board of Directors at their meeting held on 29th May 2014. In terms of Section 161(1) of the Act and the Articles of Association of the Company he will vacate the office of Director at this ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185) for the office of Director of the Company.

The Company has received from Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185) (i) Consent to act as a Director in Form DIR-2, (ii) Intimation that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013 in Form DIR-8; and (iii) Declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013.

In the opinion of the Board, Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185) fulfils the conditions for his appointment as Independent Director not liable to retire by rotation for the period upto 28th May, 2019 as specified in the Companies Act 2013 and the Equity Listing Agreement entered with Stock Exchanges.

It is also proposed for the approval of the Company to authorise the Board and Nomination and Remuneration Committee of the Board to determine from time to time the fees and other permissible remuneration in accordance with the Section 149, 197 and 198 of the Companies Act 2013 or any amendment or enactment in future.

Copy of the draft letter for appointment of Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185) as an independent director setting out the terms and conditions is available for inspection by members at the Corporate Office of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185) is in any way, concerned or interested in these resolutions.

The relatives of Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185) may deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolution set forth in the Item No. 6 of the Notice for approval of the Members.

Item No. 7

Mrs. Savita Alla (DIN: 00887071) is a Post Graduate in Management Studies from BITS Pilani. Mrs Savita Alla started her career in ICIM and then joined IIC Technologies Ltd. She served in various managerial positions before taking on the pivotal role of Vice President - Quality and Customer relations. Under her leadership as Vice President (Quality), IIC became an ISO certified organisation. She donned the mantle of an entrepreneur as the promoter director of Aquila Drilling Pvt limited. She brings with her multifaceted experience in quality management systems, customer relationship management and entrepreneur skills.

Mrs. Savita Alla (DIN: 00887071) has been appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 29th May 2014. In terms of Section 161(1) of the Act and the Articles of Association of the Company she will vacate the office of Director at the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company.

The Company has received from Mrs. Savita Alla (DIN: 00887071) (i) Consent to act as a Director in Form DIR-2, (ii) Intimation that she is not disqualified in accordance with Section 164(2) of the Companies Act, 2013 in Form DIR-8.

In the opinion of the Board, Mrs. Savita Alla (DIN: 00887071) fulfil the conditions for her appointment as a Non- executive Director, of the Company liable to retire by rotation.

Mrs. Savita Alla is interested in this resolution as the same related to her appointment as director of the Company. Mr. Dinesh Alla and Mr. Rajesh Alla being related to Mrs. Savita Alla are deemed to be interested in this resolution.

The relatives of Mrs. Savita Alla may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and / or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolution set forth in Item No. 7 for approval of the Members.

Item No. 8

Mr. Dinesh Alla (DIN: 01843423), Managing Director of the Company has been appointed as such for a period of Five Years with effect from 21 st August 2011 with the approval of the Members by way of a Special Resolution passed at 24th Annual General Meeting of the Company held on 23rd September, 2011. However, the Remuneration to Managing Director including remuneration in case of inadequacy of profits, absence of profits or no profits in compliance with the provisions of Section 198, 269,309, 301, 311 and Schedule XIII and other applicable provisions of the erstwhile Companies Act 1956 has been approved for a period of 3 years upto 20th August 2014.

The Board of Directors with the recommendation of the Nomination and Remuneration Committee of the Board at their meeting held on 12th August 2014, subject to the approval of the members by way of a Special Resolution, accorded its approval for payment of the following remuneration to the Managing Director including the remuneration in case of inadequacy of the profits, absence of profits or no profits in compliance with the provisions of Section 196, 197 read with Schedule V and any other applicable provisions of the Companies Act 2013 for a period of TWO years from 21st August 2014 to 20th August 2016.

Remuneration:

- a) Period of Remuneration : Two Years from 21st August 2014 to 20th August 2016
- b) Salary: Salary of Rs. 5,50,000/- per month
- c) Commission: In addition to Salary, 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) Perquisites: perquisites referred to in category 'A', 'B' and 'C' below.
 - A) Category A:

Accommodation: House Rent Allowance of Rs. 1,00,000/-Per month. The expenditure incurred by the company on gas, electricity, water and furnishings to be evaluated as per the Income Tax Rules 1962, subject to a ceiling of 5 % of his salary.

Medical Benefits: Medical expenses incurred for self and Family, subject to a ceiling of one month's salary in a year or three month's salary in a block period of three years

Leave Travel Concession: Once in a year, for self and family as per the rules of the company

Club Fees: Reimbursement of club fees, subject to a maximum of two clubs excluding life membership and admission fee.

Personal Accidental Insurance: Restricted to a premium not exceeding Rs. 12000/- p.a.
 - B) CATEGORY B:

Contribution to provident fund and Superannuation Fund : Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites to the extent those either singly or put together are not taxable under the Income tax Act, 1961.

Gratuity: Gratuity at the rate of half months' salary for each Completed year of services as per rules of the Company.

Leave Encashment: Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling on perquisites as per rules of the Company.
 - C) CATEGORY C:

Provision of car for use of Company's business and telephone at residence will not be considered as a perquisite. Personal long distance calls and use of car for personal purpose shall be billed by the company to the Managing Director.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the current tenure of Managing Director, the Company do no have profits or its profits are inadequate, the company shall pay him remuneration by way of salary and perquisites not exceeding the limits as prescribed under Schedule V of the Companies Act, 2013 or any modifications or re-enactment thereof from time to time.

Aggregate Remuneration:

The aggregate of remuneration, commission and perquisites 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

Additional information as required to be furnished under Schedule V of the Companies Act, 2013 is given below:

Information Sought	Information																					
1. General 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 more than two decades																					
3. Financial Performance based on given indicators	(Rs.in Lakhs)																					
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2013-14</th> <th>2012-13</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>4597.15</td> <td>990.17</td> </tr> <tr> <td>Total Expense</td> <td>3449.48</td> <td>1953.07</td> </tr> <tr> <td>Profit Before Tax</td> <td>1147.68</td> <td>(962.90)</td> </tr> <tr> <td>Profit After Tax</td> <td>1125.79</td> <td>(994.97)</td> </tr> <tr> <td>Dividend</td> <td>20%</td> <td>-</td> </tr> <tr> <td>Shareholders' Funds</td> <td>4795.05</td> <td>3708.35</td> </tr> </tbody> </table>	Particulars	2013-14	2012-13	Total Revenue	4597.15	990.17	Total Expense	3449.48	1953.07	Profit Before Tax	1147.68	(962.90)	Profit After Tax	1125.79	(994.97)	Dividend	20%	-	Shareholders' Funds	4795.05	3708.35
Particulars	2013-14	2012-13																				
Total Revenue	4597.15	990.17																				
Total Expense	3449.48	1953.07																				
Profit Before Tax	1147.68	(962.90)																				
Profit After Tax	1125.79	(994.97)																				
Dividend	20%	-																				
Shareholders' Funds	4795.05	3708.35																				
4. Foreign Investment or collaborations ,if any	Foreign Investment as on 31.3.2014 is 7.29%. There is no foreign collaborations in existence as on 31.3.2014																					

II Information about the appointee:

1. Background details	Mr. Dinesh Alla is a post graduate 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 both in India and outside India.
2. Past Remuneration	Members at 24th 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 198 of the Companies Act 1956. However, due to decline in turnovers, he has been paid a remuneration for the year 2013-14 of Rs. 39.77 lakhs (For 2012-13 Rs. 39.86 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 Rs. 84.00 Lakhs per annum and a maximum of 5% of profits calculated in the prescribed manner.

<p>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 with respect to the country of his origin)</p>	<p>Mr. Dinesh Alla (DIN: 01843423) has served on the Board of the Company since inception. He has led the Company from its 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 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.</p>
<p>7. Pecuniary relationship directly or indirectly with Company, or relationship with the managerial personnel, if any</p>	<p>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 2013-14. Mr. Rajesh Alla, Director and Mrs. Savita Alla, Director are related to the appointee.</p>

III Other Information:

<p>1. 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.</p>	<p>The company has turn around and recorded total income of Rs. 4597.15 Lakhs for 2013-14 against Rs. 990.17 Lakhs for 2012-13. Owing to subdued environment prevailed in seismic industry during the years from 2010 to 2013 and operational decline than anticipated during that period, the company incurred losses during this period and the appointee has been paid minimum remuneration eventhough the company has earned appreciable profits for financial year 2013-14. Having stable government at the Centre and considering 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.</p>
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In the opinion of the Board, Mr. Dinesh Alla fulfilled the conditions and entitle for the proposed remuneration.

Mr. Dinesh Alla (DIN: 01843423) is interested in the resolution set out at Item No. 8 of the Notice, as the same relates to his 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 recommends the Special Resolution set forth in Item No. 8 for approval of the Members.

Item No. 9 and 10

The Company had appointed each of Mr. Z.P. Marshall (DIN: 01844363) and Mr. Ashwinder Bhel (DIN: 00962469) as independent directors of the Company pursuant to Clause 49 of the Listing Agreement.

In accordance with Section 149 and 152 read with Schedule IV and all other applicable provisions of Companies Act 2013 that have come into effect from 1st April 2014 and subsequent notification by the Ministry of Corporate Affairs vide its General Circular No. 14/2014 dated 9th June, 2014, the Company is required to appoint its Independent Directors, including the existing Independent Directors on the Board, in accordance with the provisions of the Companies Act 2013 within a year from the date the provisions come into effect. Further the term of such independent directors is not subject to retire by rotation.

Accordingly, it is proposed vide Item No. 9 and 10 of Notice of the Annual General Meeting to appoint the existing independent directors viz., Mr. Z.P. Marshall and Mr. Ashwinder Bhel as independent directors in accordance with Section 149 of the Companies Act, 2013 not liable to retire by rotation and to hold office for a term of Five consecutive years from the date of appointment as such i.e., 26th September, 2014 to 25th September, 2019.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing their candidature for the offices of Independent Director of the Company.

The information pertaining to the Directors is:

Mr Z.P. Marshall is a Graduate in Engineering from Madras Institute of Technology. He held senior positions during his long career at DRDO and BDL, spanning 30 years. He retired as Managing Director of M/s. Bharath Dynamics Limited, a public sector undertaking, in 1988. He has been on the Board of the Company since 4th September 1992 and is currently Non-Executive Chairman of the Company and Chairman of the Committees of Board of Directors of the Company. Mr. Z.P. Marshall is holding 500 Equity Shares of the Company.

Mr. Ashwinder Bhel is a Master in Business Administration from Case Western Reserve University, Cleveland, Ohio with over two decades of rich and varied experience in the Oil Industry. He is also Director of Delta Automation Pvt Ltd and Dem Technologies Pvt Ltd. Mr. Ashwinder Bhel is an Independent Director on the Board of the Company since 24th October 2006. He is member of Nomination and Remuneration Committee of Board of Directors of the Company. Mr. Ashwinder Bhel does not hold any Equity Shares of the Company.

The Company has received from each of these directors (i) Consent to act as a Director in Form DIR-2, (ii) Intimation that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013 in Form DIR-8; and (iii) Declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013.

In the opinion of the Board, Mr. Z.P. Marshall and Mr. Ashwinder Bhel fulfil the conditions for their appointment as Independent Directors as specified in the Companies Act 2013 and the Equity Listing Agreement entered with Stock Exchanges.

It is also proposed for the approval of the Company to authorise the Board and Nomination and Remuneration Committee of the Board to determine from time to time the fees and other permissible remuneration in accordance with the Section 149,197 and 198 of the Companies Act 2013 or any amendment or enactment in future.

Copy of the draft letters for appointment of these independent directors setting out the terms and conditions are available for inspection by members at the Corporate Office of the Company.

Mr. Z.P. Marshall and Mr. Ashwinder Bhel are interested in these resolutions set out respective at Item No.9 and 10 of the Notice with regard to their respective appointments.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in these resolutions.

The relatives of Mr. Z.P. Marshall and Mr. Ashwinder Bhel may deemed to be interested in the resolutions set out respectively at Item No. 9 and 10 of the Notice to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolutions set forth in the Item Nos. 9 and 10 of the Notice for approval of the Members.

Item No. 11

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the recently enacted Companies Act, 2013 (the "Act"). Ministry of Corporate Affairs (MCA) had notified most of the Sections of the Act which deal with general working of Companies except for few sections which require sanction / confirmation of designated authorities. As the Act is now largely in force several regulations of the existing AoA of the Company require alteration or deletion. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA is based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The proposed new draft AOA is available on the Company's website www.alphageoindia.com for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 11 for approval of the Members.

By Order of the Board

Hyderabad
12.08.2014

DINESH ALLA
MANAGING DIRECTOR

NOTICE OF 27TH ANNUAL GENERAL MEETING**INSTRUCTIONS FOR E-VOTING FORMING PART OF NOTICE CALLING 27TH ANNUAL GENERAL MEETING:****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 members' e-voting facility to cast their votes electronically on all resolutions set forth in the Notice convening the 27th Annual General Meeting to be held on 26th September, 2014 at 11.00 am. The 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 E-Voting	End of E-Voting
1350	20th September,2014 at 10.00 AM	22nd September 2014 at 6.00 PM

General Information:

1. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
2. Every shareholder requires User ID and Password for casting their votes electronically. Folio No / DP ID- Client ID will be the User ID.
3. For Shareholders receiving Notice of AGM in physical form, the initial password will be intimated along with the Notice of Annual General Meeting and for Shareholders receiving Notice of AGM electronically, password will be provided in the email forwarding the electronic notice.
4. The E- voting period commences on 20th September 2014 (10.00 AM) and end on 22nd September 2014(6.00 PM). During this period, Shareholder of the Company holding their shares either in physical form or in dematerialised form, as on the cut off date 29th August, 2014, 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 shareholder, the shareholder shall not be allowed to change it subsequently.
5. 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., 29th August, 2014.
6. Shareholders who have not casted their votes electronically, may only cast their vote at the Annual General Meeting.
7. Mr. Datla Hanumanta Raju (FCS4044) Company Secretary or in his absence Ms. Sk Razia, (Membership No. FCS7122) Company Secretary Partners of M/s. D. Hanumanta Raju & Co., Company Secretaries, Hyderabad will act as Scrutinizer for scrutinizing the E-voting process in a fair manner.
8. The scrutinizer within a period not exceeding three working days from the conclusion of the E-voting period, shall unlock the votes in the presence of at least two witnesses, not in employment of the company and make a 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 Annual General Meeting, to the Chairman of the Company.
9. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.alphageoindia.com and on Karvy's website <https://evoting.karvy.com> within two days of passing of resolutions at the 27th Annual General Meeting of the Company on 26th September, 2014 and will be communicated to the Stock Exchanges where the shares of the company are listed.
10. The result of voting will be announced by the Chairman of the Meeting at or after the AGM to be held on 26th September, 2014 and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution.

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 mentioned overleaf). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering the 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 Event Number for 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / 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".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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 the Resolution(s).
- xii. 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 authorized representative(s), to the Scrutinizer at e-mail ID: dhr300@gmail.com with a copy marked to evoting@karvy.com . They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN NO."
- xiii. 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.
- xiv. In case of any query, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the download section of <https://evoting.karvy.com> or contact Karvy at telephone No. 1800 345 4001.

By Order of the Board

Hyderabad
12.08.2014

DINESH ALLA
MANAGING DIRECTOR



(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, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 27th Annual General Meeting of the Alphageo (India) Limited to be held on Friday, 26th September 2014 at 11.00 AM at "Sundarayya Vignana Kendram, 1-8-1/B/25A, Baghlingampally, Hyderabad – 500 044.

Name and Address of the Shareholder(s)		
If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

Notes:

1. Shareholder / Proxy holder, as the case may be, is requested to produce the attendance slip duly at the entrance of the Meeting venue.
2. Members are requested to advise the change of their address, if any, to Karvy Computershare Private Ltd at the above address.



(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

27th Annual General Meeting – 26th September, 2014

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, 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.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday of 26th September 2014 at 11.00 a.m. at "Sundarayya Vignana Kendram, 1-8-1/B/25A, 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:

S. No.	Resolutions	For	Against	Abstain
1	Adoption of Audited Financial Statements for the year 2013-14 and Reports of Directors' and Auditors' thereon			
2	Declaration of Dividend on Equity Shares for the year ended 31st March 2014			
3	Re-appointment of Mr. Rajesh Alla (DIN: 01657395) as Director of the Company, who retires by rotation			
4	Re-appointment of Mr. Srinivas Reddy Ravula (DIN: 02038149) as Director of the Company, who retires by rotation			
5	Appointment of Auditors to hold office from the conclusion of 27th AGM to 30th AGM of the Company and to fix their remuneration			
6	Appointment of Mr. Mohan Krishna Reddy Aryabumi (DIN: 00093185) as an Independent Director of the Company for a term of five years upto 28 th May 2019			
7	Appointment of Mrs. Savita Alla (DIN: 00887071) as a Director of the Company			

S. No.	Resolutions	For	Against	Abstain
8	Approval of Remuneration to Mr. Dinesh Alla (DIN: 01843423) for a period of two years from 21st August 2014 to 20th August 2016			
9	Appointment of Mr. Z.P. Marshall (DIN:01844363) as an Independent Director of the Company for a term of five years upto 25 th September 2019			
10	Appointment of Mr. Ashwinder Bhel (DIN: 00962469) as an Independent Director of the Company for a term of five years upto 25 th September 2019			
11	Adoption of New Articles of Association of the Company			

Signed this ____ day of _____ 2014

Signature of shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

** This is only optional. Please put a '√' 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 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 he 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 authorized by it and an authenticated copy of such authorization 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.