



ALPHAGEO (INDIA) LIMITED

CIN: L74210TG1987PLC007580

Regd. Office: 802, Babukhan Estate, Basheerbagh, Hyderabad – 500 001

Corporate Office: 1st Floor, Plot No.1, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034

Tel: 040-23550502/503 | **Fax:** 040-23550238

Email: info@alphageoindia.com | **Website:** www.alphageoindia.com

Notice of 33rd Annual General Meeting

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of the Company will be held on Monday, September 28, 2020 at 11.00 A.M. through Video Conferencing ("VC") Facility / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 8/- per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20.
3. To consider the re-appointment of Mr. Rajesh Alla (DIN: 01657395), Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. Mahendra Pratap (DIN: 08591443) as an Independent Director of the Company**

To consider and if thought fit, to pass 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 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Mahendra Pratap** (DIN: 08591443), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from October 17, 2019 and who holds office upto the date of 33rd Annual General Meeting in terms of Section 161(1) of the Act and the Article of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the director of the Company, 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 upto October 16, 2024.

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. Mahendra Pratap be paid such fees and remuneration and profit related commission, if any, 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."

5. Appointment of Mr. Vinay Kumar Verma (DIN: 07603237) as an Independent Director of the Company

To consider and if thought fit, to pass 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 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Vinay Kumar Verma** (DIN: 07603237), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from February 7, 2020 and who holds office upto the date of 33rd Annual General Meeting in terms of Section 161(1) of the Act and the Article of Association of the Company and in respect of whom

the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the director of the Company, 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 upto February 6, 2025.

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. Vinay Kumar Verma be paid such fees and remuneration and profit related commission, if any, 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."

By Order of the Board

Hyderabad
August 7, 2020

Deepa Dutta
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts in respect of special businesses to be transacted at the Meeting is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May 2020, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 33rd Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM Facility, without the physical presence of the members at a common venue.
3. The Meeting shall be deemed to be conducted at the corporate office of the Company at Plot No. 1, Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500034.
4. Pursuant to the MCA Circulars and SEBI Circular and in view of the prevailing situation, the Notice of 33rd AGM and the Annual Report for the financial year 2019-20 are being sent only by email to the members.
5. The Notice of AGM and Annual Report have been uploaded on the website of the Company at www.alphageoindia.com and can also be accessed on the website of BSE Limited at www.bseindia.com and on the website of NSE Limited at www.nseindia.com.

com. Pursuant to the abovementioned Circulars, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.

6. The Members whose email addresses is not registered with the Company or with their respective Depository Participant can get their email address registered by following the procedure given below:

(a) Members holding shares in physical form may register their email address by sending email to the Company's Registrar and Transfer Agent at einward.ris@kfintech.com along with a signed copy of request letter mentioning their folio number, email address to be registered and scanned self attested copy of PAN, with a request of receiving all communication including annual reports, notices, circulars, etc. in electronic mode.

(b) Members holding shares in demat form may register/update your email address through your respective Depository Participants.

7. M/s. KFin Technologies Private Limited (KFin), the Company's Registrar and Transfer Agent, will be providing facility for participation in the 33rd AGM through VC/OAVM Facility, for voting through remote E-voting and E-voting during the AGM.

8. Since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd AGM.

9. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send certified true copy (PDF Format) of its Board Resolution / Authorisation Letter etc., authorising its representative to attend the meeting on its behalf and to vote either through remote e-voting or e-voting during the AGM. The said resolution/ letter should be sent electronically through their registered email address to the Scrutinizer at Email Id: chr300@gmail.com.

10. Since the AGM will be held through VC/OAVM

Facility, the Route Map is not annexed in this Notice.

11. The Company has notified that Register of Members shall remain closed from 19th September, 2020 to 27th September, 2020 (both days inclusive).

12. Instructions for Members for attending the e-AGM through Video Conference (VC):

(a) Members will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s. KFin Technologies Private Limited.

(b) Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and login by using the remote e-voting login credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.

(c) Members who do not have User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the remote e-Voting instructions.

(d) **AGM Questions prior to e-AGM:** Members who would like to express their views or ask questions during the AGM may login to <https://emeetings.kfintech.com/> and click on "Post your Questions". The Members may post their queries/views/questions by mentioning their name, demat account number/folio number, email id, mobile number. Please note that queries/questions of only those members will be answered who are holding shares of the Company as on the cut-off date. The window for posting the questions shall be opened from 24th September, 2020 (9.00 A.M.) to 25th September, 2020 (5.00 P.M.).

(e) **Speaker Registration during e-AGM session:** Members who wish to register as speakers, may login to <https://emeetings.kfintech.com/> and click on "Speaker Registration". The Speaker Registration will be open from 24th September, 2020 (9.00 A.M.) to 25th September, 2020

(5.00 P.M.). The Company reserves the right to restrict the speaker registration during the e-AGM session, depending upon availability of the time as appropriated for smooth conduct of the meeting and hence, encourages the members to send their questions/queries, etc. in advance as provided in note no. 12(d) above.

- (f) Members will be allowed to attend the AGM through VC on first come, first serve basis.
- (g) Facility to join the e-AGM will be opened 15 minutes before the scheduled time of the meeting and will be kept open throughout the proceedings of the meeting.
- (h) 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 at the e-AGM.
- (i) The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

13. Remote e-Voting and e-Voting at the e-AGM:

- (a) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote on resolutions proposed to be passed at 33rd AGM by electronic means. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ('remote e-voting').

Further, the facility for voting through electronic voting system will also be made available at the e-AGM ("Insta Poll") and members attending the e-AGM who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

Event Number and Timelines for Remote e-Voting

E-voting Event Number (EVEN)	Commencement of remote e-voting	End of remote e-voting
5572	24th September, 2020 (11.00 A.M.)	27th September, 2020 (5.00 P.M.)

- (b) The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
- (c) Shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., 18th September, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the e-AGM and voting through Insta Poll. 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.
- (d) Any person who becomes a member of the Company after the sending of the Notice of the AGM and holds shares as on the cut-off date may obtain PIN and Password by contacting KFin Technologies Private Limited.
- (e) The Members who have cast their vote(s) by remote e-voting shall not be entitled to cast their vote(s) again at the e-AGM. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- (f) Resolutions shall be deemed to be passed on the date of e-AGM subject to receipt of requisite number of votes in favour of Resolutions.
- (g) The Board of Directors of the Company in its meeting held on 7th August, 2020 has appointed M/s. D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad as Scrutinizer for conducting the process of

remote e-voting and e-voting during AGM in a fair and transparent manner.

- (h) The Scrutinizer shall, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman, not later than 48 hours of the conclusion of the meeting. The results of e-voting along with the scrutinizers' report shall be placed on the website of the Company www.alphageoindia.com and on website of KFin at <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 for Members for Remote e-Voting:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (b) Enter the login credentials (i.e. User ID and password/ PIN) mentioned in your email. However, if you are already registered with KFin for e-voting, you can use your existing User ID and Password/PIN for casting your vote.
- (c) After entering these details appropriately, click on "LOGIN". 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. 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.
- (d) You need to login again with the new credentials.
- (e) On successful login, the system will prompt you to select the E- Voting "EVEN" i.e., Alphageo (India) Limited.

- (f) 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.
- (g) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (h) 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.
- (i) 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).
- (j) 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 and may also upload the same in the e-voting module of their login. The scanned image of the above mentioned documents should be in the naming format "Alphageo (India) Limited 33rd Annual General Meeting".
- (k) Members can cast their vote online from 24th September, 2020 (11.00 A.M.) till 27th September, 2020 (5.00 P.M.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

- (l) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).

Instructions for Members for e-Voting during the e-AGM session:

- (a) During the e-AGM proceedings, upon instructions of the Chairman, the e-Voting 'Thumb sign' on the left hand corner of the video screen shall be activated. Shareholders shall click on the same to take them to the 'Insta Poll' page.
- (b) Members to click on the "Insta Poll" icon to reach the resolution page and follow the instructions to vote on the Resolutions.
- (c) Only those shareholders, who are present in the e-AGM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

Other Information:

14. The Securities and Exchange Board of India 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. The Securities and Exchange Board of India (SEBI) has mandated the transfer of securities to be carried out in dematerialized form only w.e.f. 1st April, 2019. Members holding shares in physical form are, therefore, requested to submit with the Company's Registrar and Share Transfer Agent, an application along with the necessary documents to get their shares dematerialized through their Depository Participants.
16. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz. NSDL and CDSL. Member holding shares in certificate form are requested to update bank details with the Company's Registrar and Transfer Agent.
17. Members desiring to seek any information on the financial statements are requested to write to the Company at an early date to enable compilation of information.
18. Unclaimed dividend for the years 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 and 2019-20 are held in separate bank accounts.

Members whose dividends remain unclaimed are requested to write to the Company or its Registrar and Transfer Agent and claim their dividends. Members are requested to note that dividends not encashed or claimed within the due date mentioned below, will be transferred to the Investor Education and Protection Fund ("IEPF") of the Government of India as per the provisions of Section 124(5) of the Companies Act, 2013. In view of this, members are advised to send their requests to the Company or its Registrar for revalidation of the warrants and encash them before the due dates as listed below:

Dividend and Year	Date of Declaration	Due Date for claiming the Dividend
Final Dividend 2013-14	26.09.2014	31.10.2021
Final Dividend 2014-15	28.09.2015	02.11.2022
Final Dividend 2015-16	29.09.2016	03.11.2023
Final Dividend 2016-17	29.09.2017	03.11.2024
Final Dividend 2017-18	14.09.2018	19.10.2025
Final Dividend 2018-19	30.09.2019	04.11.2026
Interim Dividend 2019-20	06.03.2020	11.04.2027

19. Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, notified by the Ministry of Corporate Affairs, the companies are required to transfer the shares in respect whereof the dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. The details of shares transferred to IEPF are displayed on the website of the Company at <http://www.alphageoindia.com/pdf/Shares%20transferred%20to%20IEPF.pdf>. The shareholders whose shares are transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

20. The requirement to place the matter relating to the appointment of auditors for ratification by the members at every annual general meeting has done away vide Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, Government of India. Consequently, no resolution is proposed for ratification of the appointment of the Auditors who were appointed in 30th Annual General Meeting of the Company.

21. The information pertaining to Director seeking reappointment at the Annual General Meeting is furnished below:

Mr. Rajesh Alla is a graduate of Carnegie Mellon University, Pittsburgh, USA – a premier institute for Artificial Intelligence Research. He is specialised in Image Processing, Computer Vision and Robotics. He is an alumnus of Indian Institute of Management, Ahmadabad and Osmania University, Hyderabad.

Mr. Rajesh Alla has worked in the Robotics Institute, Carnegie-Mellon University developing automated Printed Circuit Board inspection systems for production use. He is one of the

pioneers of Automated Digitizing and Recognition of documents. He has developed numerous Pattern Recognition and Artificial Intelligence Algorithms.

Mr. Rajesh Alla is a director of the Company since 30th September, 1992. He is member of Audit Committee, Nomination and Remuneration Committee and Chairman of 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.

Mr. Rajesh Alla is interested in the resolution set out in Item No. 3 of the Notice. Mr. Dinesh Alla, being related to Mr. Rajesh Alla may be deemed to be interested in the said resolution.

The other relatives of Mr. Rajesh Alla may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

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

By Order of the Board

Hyderabad
August 7, 2020

Deepa Dutta
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for the items set out in the Notice as Special Business:

Item No. 4

The Board of Directors of the Company, through circular resolution passed on October 17, 2019, appointed Mr. Mahendra Pratap as an Additional Director of the Company in the capacity of Independent Director for a term of five consecutive years with effect from October 17, 2019, subject to the approval of the Members of the Company.

The Company has received a notice in writing pursuant to Section 160 the Companies Act, 2013 from a Member proposing the candidature of Mr. Mahendra Pratap for the office of Director of the Company.

Mr. Mahendra Pratap is a post graduate in Physics and has done Management courses from Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad. He has an employment record of 36 years in Oil and Natural Gas Corporation (ONGC) in various positions from Level-1 Employee to the position of Executive Director. He also has around 3 years of experience in Directorate General of Hydrocarbons (DGH) as Deputy Director General (Exploration) and retired on superannuation. He has wide experience and a deep knowledge of all the facets of exploration with emphasis on seismic technology. He has authored many technical reports, articles and publications on the Hydrocarbon Prospects in various geological areas of India.

Mr. Mahendra Pratap does not hold the directorship in any other listed company or membership/ chairmanship of the committees of other public limited companies as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from Mr. Mahendra Pratap confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Companies Act, 2013 and

a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Mahendra Pratap fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

A copy of draft letter of appointment of Mr. Mahendra Pratap setting out the terms and conditions of appointment would be available for inspection by the Members at the corporate office of the Company during business hours on any working day and the same has also been put up on the Company website at www.alphageoindia.com.

Mr. Mahendra Pratap does not hold any shares in the Company. He is not related to any other Director and Key Managerial Personnel of the Company.

Mr. Mahendra Pratap, being the appointee, is interested in the resolution set out in item no. 4 of the Notice. The other relatives of Mr. Mahendra Pratap may be deemed to be interested in the said resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board of Directors recommends the resolution in relation to appointment of Mr. Mahendra Pratap as an Independent Director of the Company, as set out in Item

No. 4 for approval of the members by way of an Ordinary Resolution.

Item No. 5

The Board of Directors of the Company in its meeting held on February 7, 2020, appointed Mr. Vinay Kumar Verma as an Additional Director of the Company in the capacity of Independent Director for a term of five consecutive years with effect from February 7, 2020, subject to the approval of the Members of the Company.

The Company has received a notice in writing pursuant to Section 160 the Companies Act, 2013 from a Member proposing the candidature of Mr. Vinay Kumar Verma for the office of Director of the Company.

Mr. Vinay Kumar Verma is the former General Manager of Andhra Bank, superannuated in June 2017. He has an employment record of 35 years in Andhra Bank. He has done his graduation in Science with banking qualification. He is specialised in the fields of strategic and policy planning, risk management and resource management. He is presently associated with Vardhaman (Mahila) Urban Co-Operative Urban Bank Ltd, Hyderabad as Chief Executive Officer (CEO). He is also associated with Nabsamruddhi Finance Ltd as an Independent Director and Jan Chetna Trust of Andhra Bank as Managing Trustee.

Mr. Vinay Kumar Verma does not hold the directorship in any other listed company or membership/ chairmanship of the committees of other public limited companies as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from Mr. Vinay Kumar Verma confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vinay Kumar Verma fulfils

the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

A copy of draft letter of appointment of Mr. Vinay Kumar Verma setting out the terms and conditions of appointment shall be available for inspection by the Members at the corporate office of the Company during business hours on any working day and the same has also been put up on the Company website at www.alphageoindia.com.

Mr. Vinay Kumar Verma does not hold any shares in the Company. He is not related to any other Director and Key Managerial Personnel of the Company.

Mr. Vinay Kumar Verma, being the appointee, is interested in the resolution set out in item no. 5 of the Notice. The other relatives of Mr. Vinay Kumar Verma may be deemed to be interested in the said resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board of Directors recommends the resolution in relation to appointment of Mr. Vinay Kumar Verma as an Independent Director of the Company, as set out in Item No. 5 for approval of the members by way of an Ordinary Resolution.

By Order of the Board

Hyderabad
August 7, 2020

Deepa Dutta
Company Secretary