



ALPHAGEO (INDIA) LIMITED

CIN: L74210TG1987PLC007580

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

Corporate Office: Plot No 77& 78, 2nd Floor, Kamalapuri colony,

Phase III, Banjara Hills, Hyderabad-500073

Tel: 040-23550502/503

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

Notice of 37th Annual General Meeting

NOTICE is hereby given that the Thirty-seventh Annual General Meeting of the Members of the Company will be held on **27th September 2024 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, 2024, together with the reports of the Board of Directors and Auditors thereon.**
- 2. To declare a dividend of ₹8/- per equity share of ₹10/- each for the financial year ended March 31, 2024.**
- 3. To consider the re-appointment of Mr. Sashank Alla (DIN: 07508061), Whole time director of the Company who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS

- 4. Re-appointment of Mr. Mahendra Pratap (DIN: 08591443) as an Independent Director for the second term of five years.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the articles of association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Mahendra Pratap (DIN: 08591443), who holds the office of Independent Director up to October 16, 2024 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations, not liable to retire by rotation and to hold office as such for a second term of five consecutive years from October 17, 2024 to October 16, 2029 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.”

5. Re-appointment of Mr. Vinay Kumar Verma (DIN: 07603237) as an Independent Director for the second term of five years

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the articles of association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Vinay Kumar Verma (DIN: 07603237), who holds the office of Independent Director up to February 6, 2025 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations, not liable to retire by rotation and to hold office as such for a second term of five consecutive years from February 7, 2025 to February 6, 2030 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds, and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.”

6. To consider and approve remuneration of Mr. Dinesh Alla (DIN: 01843423), Chairman and Managing Director of the Company for the remaining period of 2 (Two) years of his current tenure effective from August 21, 2024

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Dinesh Alla (DIN: 01843423), Chairman and Managing Director of the Company for the remaining period of 2 (Two) years of his current tenure w.e.f. August 21, 2024 to August 20, 2026, on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/ re-enactment thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out

in the explanatory statement annexed to the Notice be paid as minimum remuneration to Mr. Dinesh Alla, Chairman and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or a committee thereof be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, or desirable to give effect to foregoing resolution.”

7. Approval for divestment of equity shareholding of the Company in subsidiaries/ wholly-owned subsidiaries/ material subsidiaries of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, Regulation 24(5), Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions thereof, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and pursuant to the approval of the Board of Directors of the Company (“the Board”, which

term shall be deemed to mean and include any Committee constituted by the Board), as required under the companies Act 2013 and rules made thereunder, regulation 23(4) of the Listing Regulations and such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the company, to effect divestment as and when required by way of sale, transfer or otherwise dispose of its whole or part of equity shareholding in its subsidiaries/material subsidiaries/wholly owned subsidiaries on terms and conditions as stipulated under the Act or any other law or set forth in the Share Purchase Agreement if any executed by the Company.

RESOLVED FURTHER THAT Mr. Dinesh Alla, Chairman and Managing Director or Mr. Sashank Alla, Whole time director of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, with further powers to delegate all or any of the above authorities conferred to it to any officer(s)/authority(ies)/ person(s) of the Company, including filing of necessary forms with the Registrar of Companies as may be required in relation to such amendments and to comply with all other requirements in this regard.”

By Order of the Board
For **Alphageo (India) Limited**

Sakshi Mathur
Company Secretary

Hyderabad
Date: 14-08-2024

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 and SEBI/HO/ DDHS/P/CIR/2023/0164 dated October 06, 2023 has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. The deemed venue for the AGM will be the Corporate Office of the Company i.e., Plot No 77 & 78, 2nd Floor, Kamalapuri colony, Phase III, Banjara Hills, Hyderabad -500073
2. As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. ,4,5,6 & 7 of the accompanying Notice, are unavoidable by the Board and hence, form part of this Notice
3. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item No.,4,5,6 &7 set out above and the relevant details of the Directors seeking re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
5. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said shareholders can upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login or can be send to Scrutinizer's email id: dhr300@gmail.com. The said resolution/letter should be in the naming format "Alphageo (India) Limited_37th AGM".
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
8. In compliance with MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA. The Notice of 37th AGM and Annual Report 2023-24 are available on the Company's website viz. www.alphageoindia.com and may also

be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

9. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 37th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at cs@alphageoindia.com.
10. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from company's website at <https://www.alphageoindia.com/Forms.htm>. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
11. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Company's website <https://www.alphageoindia.com/Forms.htm> and is also available on the website of the RTA https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd
13. **Updation of mandate for receiving dividend directly in bank account through Electronic Mode or any other means in a timely manner:** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC,

etc.: Shares held in physical form: Members holding shares in physical form are requested to send the following details/ documents to the Company's Registrars and Transfer Agent (RTA) viz. Kfintech Technologies Limited latest by Friday, September 20, 2024:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://alphageoindia.com/Forms.htm> and on the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. c) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch. d) Self-attested copy of the PAN Card of all the holders; and e) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company Further, Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Friday, September 20, 2024

KYC updation is mandatory for receiving dividend by Members holding physical shares

Members are requested to note that pursuant to SEBI Master circular Members holding securities in physical form must update their KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number, Bank Account Details, and signatures), if not updated earlier. Failure to meet KYC requirement will result in inability to receive dividends from April 01, 2024. Upon complying with the above requirements, dividend payment shall be made electronically. Shareholders are requested to update the KYC details by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs to the RTA of the Company. The forms can be downloaded from the website of the company and RTA"

14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website <https://www.alphageoindia.com/Forms.htm> also available on the website of the RTA https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant
15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI

Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact Company or Company's Registrar and Transfer Agent Kfintech for assistance in this regard.

16. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their pan details to their depository participants. Members holding shares in physical form are requested to submit their pan details to the company's RTA.
17. Norms for furnishing of PAN, KYC, Bank details and Nomination: Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA. The securities in the frozen folios shall be eligible:
 - a. To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
 - b. To receive any payment including dividend, interest, or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, and the said SEBI circular are available on our website <https://www.alphageoindia.com/Forms.htm> In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

18. To support the 'Green Initiative' Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
19. Closure of Register of Members and Dividend
 - a) The Company has notified closure of Register of Members and Share Transfer Books from **Saturday, September 21, 2024 to Friday, September 27, 2024** (both days inclusive) for the purpose of AGM and determining the names of members eligible for final dividend on equity shares, if approved at the 37th Annual General Meeting.
 - b) The Board of Directors of the Company at its Meeting held on May 20, 2024 has recommended a dividend of ₹8/- per equity share of ₹10/- each as final dividend for the financial year 2023-24. Final dividend, if approved,

at the 37th Annual General Meeting, will be paid on or before **October 26, 2024**. The Company has fixed **Friday, September 20, 2024 as the 'Record Date'** for determining entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.

- 20.** Members desiring to seek any information on the financial statements are requested to write to the Company at cs@alphageoindia.com an early date to enable compilation of information.

21. Unclaimed Dividend

Unclaimed dividend for the years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 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 of dividend	Due Date for claiming the Dividend
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
Final Dividend 2020-21	29-09-2021	03.11.2028

Dividend and Year	Date of declaration of dividend	Due Date for claiming the Dividend
Final Dividend 2021-22	24-09-2022	29-10-2029
Final Dividend 2022-23	29-09-2023	05-11-2030

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 <https://www.alphageoindia.com/IEPF.htm>. 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/IEPF/corporates.html>.

- 22.** Pursuant to Finance Act 2020, 2021 dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020, 2021 and amendments thereof. The shareholders are requested to update their PAN with the Company or M/s. KFin Technologies Limited (Kfintech) (in case of shares held in physical mode) and with the Depositories (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading

the documents at <https://ris.kfintech.com/form15>. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the documents at <https://ris.kfintech.com/form15>.

'The Resident Non-Individual Members i.e., Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the below mentioned timelines.'

The aforesaid declarations and documents need to be submitted by the shareholders by 5.00 P.M. on September 20, 2024.

23. M/s. KFin Technologies Limited, the Company's Registrar and Transfer Agent, will be providing facility for participation in the 37th AGM through VC/OAVM Facility, for voting through remote E-voting and E-voting during the AGM.

24. Procedure of e-Voting and attending e-AGM:

(i) Pursuant to Section 108 of the Companies Act, 2013 read with 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, and in terms of SEBI Circulars in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by M/s KFin Technologies Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- (ii) In pursuant to SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- (iii) Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- (iv) The Members may cast their votes remotely on the dates mentioned herein below ('remote e-voting').

Event Number and Timelines for Remote e-Voting

E-voting Event Number (EVEN)	Commencement of remote e-voting	End of remote e-voting
8357	23 rd September, 2024, Monday, (9.00 A.M.)	26 th September, 2024, Thursday, (5.00 P.M.)

- (v) 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 Kfintech upon expiry of the aforesaid period.
 - (vi) 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.
 - (vii) The Board of Directors of the Company in its meeting held on Wednesday, August 14, 2024 has appointed M/s. D. Hanumanta Raju & Co., Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the process of remote e-voting and e-voting during e-AGM in a fair and transparent manner.
 - (viii) Any person holding Shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cutoff date, may obtain login ID and password by sending request at evoting@kfintech.com. However, if he/she is already registered with Kfintech for remote evoting then he/she can use his/her existing user id and password for casting the vote.
- (ix) In case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode."
 - (x) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in Demat mode.
 - Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in Demat mode
 - Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

25. DETAILS ON STEP 1 ARE MENTIONED BELOW

(I) Login method for remote e-Voting for Individual shareholders holding securities in Demat mode:

Type of Shareholders	Login Method
Individual Shareholders holding shares in Demat mode with NSDL	1. User already registered for IDeAS facility: <ul style="list-style-type: none">i) Visit URL: https://eservices.nSDL.comii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.iii) On the new page, enter User ID and Password.iv) On successful authentication, you will enter your IDeAS service login. Click on “Access to e-voting” under Value Added Services on the panel available on the left hand side.v) Click on “Active E-voting Cycles” option under E-voting.vi) You will see Company Name: “Alphageo (India) Limited” on the next screen. Click on the e-voting link available against Alphageo (India) Limited or select e-voting service provider “Kfintech” and you will be re-directed to the e-voting page of Kfintech to cast your vote without any further authentication.
	2. User not registered for IDeAS e-Services: <ul style="list-style-type: none">i) To register click on link : https://eservices.nSDL.comii) Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspiii) Proceed with completing the required fields.iv) Follow steps given in points 1 above.
	3. Alternatively by directly accessing the e-Voting website of NSDL: <ul style="list-style-type: none">i) Open URL: https://www.evoting.nSDL.com/ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.iii) A new screen will open. You will have to enter your User Id (i.e. Your sixteen-digit Demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech.v) On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of Shareholders	Login Method
Individual Shareholders holding shares in Demat mode with CDSL	1. Existing user who have opted for Easi / Easiest: <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Click on Login icon & New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., Kfintech e-Voting portal. Click on e-Voting service provider name to cast your vote.
	2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> Option to register is available at CDSL website. Visit URL: www.cdslindia.com Click on Login icon & New System Myeasi and the click on registration option. Proceed with completing the required fields. Follow the steps given in point 1 above.
	3. Alternatively by directly accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin. Provide your Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP, i.e., Kfintech where the e-Voting is in progress
Individual Shareholder login through their Demat accounts/ Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your Demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Securities held with NSDL	Securities held with CDSL
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

DETAILS ON STEP 2 ARE MENTIONED BELOW:

(II) Login method for remote e-Voting for shareholders holding shares in physical mode and non-individual shareholders holding shares in Demat mode:

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

(i) Launch internet browser by typing the URL: <https://eMeetings.kfintech.com/>.

- (ii) Enter the login credentials (i.e., User ID and Password) In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and Password for casting the vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email Id etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVEN" i.e., 'Alphageo(India) Limited- AGM" and click on "Submit"
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/Demat accounts shall choose the voting process separately for each folio/ Demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), 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).
- (xi) Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of its Board Resolution / Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) to the Scrutinizer's email id: dlr300@gmail.com. The said resolution/letter should be in the naming format "Alphageo (India) Limited_37th AGM".
- (xii) Members can cast their vote online from Monday, September 23, 2024 (9.00 A.M.) till Thursday, September 26, 2024 (5.00 P.M.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently to whom the Annual Report, Notice of AGM and e-voting instructions cannot be serviced will have to follow the following process:
- (i) Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - (ii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

(III) Instructions for the Members to attend the e-AGM of the Company through VC/OAVM:

- (i) Members will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s. KFin Technologies Limited.
- (ii) Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the e-mail received from Kfintech. After logging in, click on the "videoconference" tab select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting.
- (iii) 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.
- (iv) Facility of joining the AGM through VC/OAVM shall be available for members on first come first served basis.
- (v) Facility for joining e-AGM though VC/OAVM will be opened 15 minutes before the scheduled time of the meeting and will be kept open throughout the proceedings of the meeting.
- (vi) Institutional members are encouraged to attend and vote at the AGM through VC/OAVM.
- (vii) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- (viii) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(IV) Instructions for Members for e-Voting during the e-AGM session:

- (i) The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
- (ii) E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.

- (iii) A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (iv) Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 20, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

OTHER INSTRUCTIONS

- (i) AGM Questions prior to e-AGM: Members who wish to post their questions prior to the meeting 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 Monday, September 23, 2024 (9.00 A.M.) to Tuesday September 24, 2024 (5.00 P.M.).
 - (ii) Speaker Registration during e-AGM session: Members who wish to register as speakers, may login to <https://emeetings.kfintech.com/> through the user id and password provided in the email received from Kfintech and click on "Speaker Registration." The Speaker Registration will be opened from Monday September 23, 2024 (9.00 A.M.) to Tuesday, September 24, 2024 (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. (i) above.
- 26.** In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User Id and Password in the manner as mentioned below:
- (i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL	MYEPWD<SPACE>XXXXIN12345612345678
Example for CDSL	MYEPWD<SPACE>XXXX1402345612345678
Example for Physical	MYEPWD <SPACE> XXXX1234567890
 - (ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

27. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website). Members may also contact Kfintech at toll free number 1-800-309-4001 or write to them at einward.ris@kfintech.com for any further clarifications.
28. Resolutions shall be deemed to be passed on the date of e-AGM subject to receipt of requisite number of votes in favor of Resolutions.
29. 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, within 2 days 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 shall be intimated to the stock exchanges immediately after declaration of results by the Chairman or by a person authorised by him.

By Order of the Board
For **Alphageo (India) Limited**

Hyderabad
Date: 14-08-2024

Sakshi Mathur
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'):

Explanatory Statement as required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos. 4, 5, 6, and 7 of the accompanying Notice:

Item No. 4

Mr. Mahendra Pratap was appointed as an independent Director for a term of five consecutive years effective from October 17, 2019, He is a member of the Audit Committee and Nomination and remuneration committee of the Company. His first term as an Independent Director of the Company will end on October 16, 2024. Considering his experience and contribution during the first term of appointment, based on the report on performance evaluation of Independent Directors and on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of Five consecutive years and as such the Board has proposed him as an Independent Director for the second term of Five consecutive years with effect from October 17, 2024 for approval of the members by way of a Special Resolution.

Mr. Mahendra Pratap has assured the Board of Directors that he will devote as much time as is required to discharging his responsibilities as an Independent Director. The members are informed that Mr. Mahendra Pratap, being an Independent Director of the Company and being eligible, offers himself to be re-appointed for the second term. The Company has also received from Mr. Mahendra Pratap; Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013, declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. In the opinion of the Board of Directors, Mr. Mahendra Pratap fulfils the conditions specified in the Act and the rules made thereunder, for his re-appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience, and knowledge. 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.

Mr. Mahendra Pratap is a postgraduate 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.

He shall be paid sitting fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings if any within the limits stipulated under Section 197 of the Companies Act 2013 and as recommended by Nomination and Remuneration Committee and approved by the Board.

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.

The 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 is enclosed as Annexure -1 to this notice. The Board of Directors recommends the resolution in relation to the re-appointment of Mr. Mahendra Pratap as an Independent Director of the Company, as set out item 4 in the Notice for approval of the members by way of a special Resolution.

Item No. 5

Mr. Vinay Kumar Verma was appointed as Independent Director for a term of five consecutive years effective from February 7, 2020, He is a member of the Audit Committee and Nomination and remuneration committee of the Company. His first term as an Independent Director of the Company will end on February 6, 2025. Considering his experience and contribution during the first term of appointment, based on the report on performance evaluation of Independent Directors and on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of Five consecutive years and as such the Board has proposed him as an Independent Director for the second term of Five consecutive years with effect from February 7, 2025 for approval of the members by way of a Special Resolution.

Mr. Vinay Kumar Verma has assured the Board of Directors that he will devote as much time as is required for discharging his responsibilities as an Independent Director. The members are informed that Mr. Vinay Kumar Verma, being an Independent Director of the Company and being eligible, offers himself to be re -appointed for the second term. The Company has also received from Mr. Vinay Kumar Verma; Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013, declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an

Independent Director of the Company. In the opinion of the Board of Directors, Mr. Vinay Kumar Verma fulfils the conditions specified in the Act and the rules made thereunder, for his re-appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience, and knowledge. 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.

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, MBA Finance and Banking qualifications. He is specialized in the fields of strategic and policy planning, risk management and resource management. He was on the Board of Nabsamruddhi Finance Ltd, a subsidiary of NABARD, Managing Trustee of Jaa Chetna Trust of Andhra Bank and associated with an Urban Cooperative Bank.

He shall be paid sitting fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings if any within the limits stipulated under Section 197 of the Companies Act 2013 and as recommended by Nomination and Remuneration Committee and approved by the Board.

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 or 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.

The 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 is enclosed as Annexure -1 to this notice. The Board of Directors recommends the resolution in relation to reappointment 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 a special Resolution

Item No. 6

The Members at their 34th Annual General Meeting held on September 24, 2021, reappointed Mr. Dinesh Alla, Chairman and Managing director for a period of 5 (Five) years effective from August 21, 2021, to August 20, 2026. However, the remuneration to the Managing Director in terms of Section 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act 2013 was approved by the Members for a period of 3 (Three) years from August 21, 2021, to August 20, 2024. The Board of Directors with the recommendation of the Nomination and Remuneration Committee of the Board at their meeting held on August 14, 2024 subject to the approval of the members, 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 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining period of his present tenure from August 21, 2024 to August 20, 2026.

Remuneration:

- a) Period of Remuneration: Two (2) years from August 21, 2024, to August 20, 2026
- b) Salary: Salary of ₹9,00,000/- per month.
- c) Perquisites and Allowances
 - i) House Rent Allowance @ ₹1,00,000/- per month.
 - ii) Reimbursement of expenses for gas, electricity and water not exceeding 5% of the salary.
 - iii) Reimbursement of Actual Medical Expenses for self and family not exceeding one month's salary for a year or coverage under Medical Insurance Policy of the Company.
 - iv) Personal Accident Insurance coverage with the premium not exceeding ₹12,000/- per annum.
 - v) Reimbursement of actual club fees.
 - vi) Contribution to Provident Fund not exceeding 12% of the salary.
 - vii) Gratuity at the rate of half month's salary for each completed year of service, subject to a maximum amount under Payment of Gratuity Act, 1972.
 - viii) Encashment of un-availed leave at the end of the tenure as per rules of the Company.
 - ix) Use of Company car for official purposes and telephone at the residence.

Commission:

In addition to salary, perquisites and allowances, 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 Companies Act, 2013.

Minimum Remuneration:

In terms of the applicable provisions of schedule V of the Companies Act, 2013, where in any financial year during the current tenure of the Chairman and Managing director, the company does not have profits or its profits are inadequate, remuneration comprising of salary, perquisites, statutory benefits, approved herein be continued to be paid as Minimum remuneration to the Chairman and Managing director.

Aggregate Remuneration:

The aggregate of remuneration, perquisites, and allowances payable to the Chairman and Managing director individually or to all Whole Time Directors, if any, of the Company taken together during any financial year respectively shall be in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015

Mr. Dinesh Alla is interested in the resolution set out in Item No. 6 of the Notice. Mrs. Savita Alla, Joint Managing Director, and Mr. Sashank Alla, Whole – time Director of the Company, being related to Mr. Dinesh Alla, are deemed to be interested in the said resolution. Other relatives of Mr. Dinesh Alla may be deemed to be interested in the said resolution of the Notice, 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 in Item No. 6 of the Notice.

The Board recommends Item No. 6 set forth in the Notice for approval of the Members by way of a special Resolution

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

General Information:																						
1. Nature of industry	The Company is engaged in providing geophysical data acquisition, processing and interpretation 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 for more than 34 years.																					
3. Financial performance based on given indicators	As per audited standalone financial results: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="3" style="text-align: right;">₹ in Lakhs</th> </tr> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">2023-24</th> <th style="text-align: right;">2022-23</th> </tr> </thead> <tbody> <tr> <td>Total revenue</td> <td style="text-align: right;">7273.71</td> <td style="text-align: right;">6594.97</td> </tr> <tr> <td>Total expenses</td> <td style="text-align: right;">7522.82</td> <td style="text-align: right;">6967.56</td> </tr> <tr> <td>Profit before tax</td> <td style="text-align: right;">1111.52</td> <td style="text-align: right;">2025.36</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: right;">834.03</td> <td style="text-align: right;">1538.34</td> </tr> <tr> <td>Shareholders' fund</td> <td style="text-align: right;">25643.93</td> <td style="text-align: right;">25339.07</td> </tr> </tbody> </table>	₹ in Lakhs			Particulars	2023-24	2022-23	Total revenue	7273.71	6594.97	Total expenses	7522.82	6967.56	Profit before tax	1111.52	2025.36	Profit after tax	834.03	1538.34	Shareholders' fund	25643.93	25339.07
₹ in Lakhs																						
Particulars	2023-24	2022-23																				
Total revenue	7273.71	6594.97																				
Total expenses	7522.82	6967.56																				
Profit before tax	1111.52	2025.36																				
Profit after tax	834.03	1538.34																				
Shareholders' fund	25643.93	25339.07																				
4. Foreign investments or collaborations	Foreign Investment as on March 31, 2024, is ₹1322.14 Lakhs. There are no foreign collaborations in existence as on March 31, 2024.																					
Information about the appointee:																						
1. Background details	Mr Dinesh Alla is 59 and a postgraduate in Mathematics and Management Studies from BITS, Pilani. He possesses broad experience and deep knowledge in geophysical and seismic surveys. He has held the position of Director of the Company since 1991 and has been serving as the Chairman and Managing Director since 2017. Under his leadership, the Company has successfully executed numerous seismic survey contracts in various terrains across India.																					
2. Past remuneration	The remuneration of Mr Dinesh Alla has been approved by the Members at the 34 th Annual General Meeting of the Company for a period of three years from August 21, 2021, to August 20, 2024. The remuneration for the Financial Year 2023-24 is ₹157.68 Lakhs (including PF, perquisites, commission.)																					
3. Recognition or awards	Mr Dinesh Alla is the chief articulator in making the Company one of the preferred vendors by major Indian Oil Companies and internationally renowned Oil and Gas Companies. Under his leadership, the Financial Times, in February 2018, recognised the Company as 198 th of 1000 th fastest growing companies in the Asia-Pacific region																					
4. Job profile and his suitability	Mr. Dinesh Alla has extensive experience and profound knowledge of the geophysical and seismic survey industry. He has made significant contributions to the company's growth through his incisive and broad-based knowledge. Under Mr Dinesh Alla's leadership, the company has achieved various milestones and increased stakeholder value.																					

5. Remuneration proposed	As stated in the Explanatory Statement at Item No. 6 of this Notice.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Mr Dinesh Alla has been a member of the company's Board since its inception. His strategic direction has steered the company from its early stages and has driven its growth. He has optimized the company's business operations and has been a key figure in strategic management. His skill set and experience make him comparable to executives in similar positions in other companies of similar sizes and nature. The proposed remuneration for Mr Dinesh Alla aligns with industry standards and is appropriate for the size and nature of the company's business.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director	Mr. Dinesh Alla is a Promoter and Chairman and Managing Director of the Company. He is the spouse of Mrs. Savita Alla, Joint Managing Director and father of Mr. Sashank Alla, Whole time Director of the Company. Apart from this, he is not related to any other director and key managerial personnel of the Company.

Other Information:

1. Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	--
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Item No. 7

Pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Board and its Powers Rules, 2014 (the "Rules") (as amended from time to time), Regulation 24(5) and Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors can sell, lease or dispose the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings with the consent by way of Special Resolution by the Shareholders of the Company.

In view of the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors in its meeting held on 14th August 2024 has proposed and approved for seeking the shareholder approval for sell or dispose the whole or substantially the whole of the undertaking of the company or divestment of whole or part of equity shareholding of the Company in subsidiaries /wholly owned subsidiaries or material subsidiaries of the Company as and when required.

The proposed disposal of shares of the material subsidiaries may reduce the shareholding of the Company in the material subsidiaries to less than 50% (fifty percent) and cease the control of the Company over the material subsidiaries. Accordingly, disposal of shares of the material subsidiaries will require the approval of the shareholders of the Company by way of special resolution in terms of Regulation 24(5) of Listing Regulations.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends item no 7 set forth in the notice for the approval of members by way of special resolution.

None of the Directors or Key Managerial Personnel and their relatives, except are concerned or interested (financially or otherwise) in this Resolution.

By Order of the Board
For **Alphageo (India) Limited**

Hyderabad
Date: 14-08-2024

Sakshi Mathur
Company Secretary

Annexure -1 to Notice of 37th Annual General Meeting 2023-24

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Mahendra Pratap
Director Identification Number	08591443
Date of Birth (Age)	11-10-1958 (66 Years)
Date of first appointment on Board	October 17, 2019
Educational Qualification	BSc. (Hons.) Gold Medalist, MSc. (Physics)
Experience (including expertise in specific functional areas) / Brief Resume	Mr. Mahendra Pratap is a postgraduate 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.
Directorships held in other companies	Director Passa Petro AI Private Limited
Disclosure as per SS-2 with regards to number of meetings of board attended during the year	During the Financial year 2023-24, Five (5) meetings of the board were held. Mr. Mahendra Pratap attended five meetings of the board of directors of the company.
Memberships/ Chairmanships of Committees across companies	He is member of Audit Committee and Nomination and remuneration committee of Board of Directors of Alphageo (India) Limited. He does not hold memberships/ chairmanships of Committees in any other Company.
Relationship with other directors, manager, and other Key Managerial Personnel of the Company	He is not related to any Director, Manager, and Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	NIL
Terms and Conditions of appointment / re-appointment	As per the special resolution set forth at item no 4 of this Notice.
Name of listed entities from which the person has resigned in the past three years	NIL

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Vinay Kumar Verma
Director Identification Number	07603237
Date of Birth (Age)	29-06-1957 (67 Years)
Date of first appointment on Board	February 7, 2020
Educational Qualification	BSc., MBA, CAIIB-I
Experience (including expertise in specific functional areas) / Brief Resume	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, MBA Finance and Banking qualifications. He is specialized in the fields of strategic and policy planning, risk management and resource management. He was on the Board of Nabsamruddhi Finance Ltd, a subsidiary of NABARD, Managing Trustee of Jaa Chetna Trust of Andhra Bank and associated with an Urban Cooperative Bank.
Directorships held in other companies	NIL
Disclosure as per SS-2 with regards to number of meetings of board attended during the year	During the Financial year 2023-24, Five (5) meetings of the board were held. Mr. Vinay Kumar Verma attended five meetings of the board of directors of the company.
Memberships/ Chairmanships of Committees across companies	He is member of Audit Committee and Nomination and remuneration committee of Board of Directors of Alphageo (India) Limited. He does not hold memberships/ chairmanships of Committees in any other Company.
Relationship with other directors, manager, and other Key Managerial Personnel of the Company	He is not related to any Director, Manager, and Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	NIL
Terms and Conditions of appointment / re-appointment	As per the special resolution set forth at item no 5 of this Notice.
Name of listed entities from which the person has resigned in the past three years	NIL