



Plot No. 77 & 78, 2nd Floor, Kamalapur Colony, Phase III, Banjara Hills,  
Hyderabad - 500073. Tel : +91-40-23550502 / 23550503 / 23540504  
E-mail : info@alphageoindia.com, Website : www.alphageoindia.com

Date: 02.04.2024

To  
The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C-1, G Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai- 400 051  
**Scrip Id: ALPHAGEO**

To  
The General Manager  
Department of Corporate Services  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,  
Mumbai- 400 001  
**Scrip Code: 526397**

Dear Sir,

**Sub:** Notice calling Extraordinary General Meeting of the Members of the Company scheduled to be held on **Friday, April 26, 2024**

We wish to inform that the Extraordinary General Meeting of the Members of the Company is scheduled to be held on **Friday, April 26, 2024 at 11.00 A.M. (IST)** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

In compliance with the Regulation 30 read with Schedule III of Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended thereof, we are herewith submitting the Notice of Extraordinary General Meeting for your information and record.

Thanking You  
For **Alphageo (India) Limited**

**SAKSHI**  
**MATHUR**  
Digitally signed by SAKSHI MATHUR  
DN: cn=IN, o=Personal,  
postalCode=500072, st=Telangana,  
serialNumber=CE5707270F9DB357F  
494054C0938FCB8CF51350C983454  
5BCEA1D86E46CA77D2, cn=SAKSHI  
MATHUR  
Date: 2024.04.02 17:06:46 +05'30'

Sakshi Mathur  
Company Secretary & Compliance officer

Encl: As above



## **ALPHAGEO (INDIA) LIMITED**

CIN: L74210TG1987PLC007580

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

**Corporate Office:** Plot No 77& 78, 2<sup>nd</sup> Floor, Kamalapuri colony,  
Phase III, Banjara Hills, Hyderabad-500073

**Tel:** 040-23550502/503

**Email:** [info@alphageoindia.com](mailto:info@alphageoindia.com) | **Website:** [www.alphageoindia.com](http://www.alphageoindia.com)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING (EGM)**

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of the Members of Alphageo (India) Limited will be held on **Friday, the 26th day of April 2024 at 11:00 A.M.** (IST) through Video Conferencing / Other Audio-Visual Means (“VC”/ “OAVM”) Facility, to transact the following business:

#### **SPECIAL BUSINESS:**

- 1. TO CONSIDER AND APPROVE FOR GIVING/ADVANCE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY TO ALL SUCH PERSONS SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs.500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified, and confirmed in all respects.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Dinesh Alla, Chairman and Managing director of the company and Mr. Sashank Alla, Whole time director of the Company be and is hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities, sub delegate the authority vested by this resolution and to do all such acts, deeds or things incidental or expedient thereto and as they may think fit and suitable.”

**2. CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS, EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATES**

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

**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person(s) or other body corporate(s); (ii) give any guarantee or provide any security in connection with a loan to any other body corporate(s) or person(s) and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s), as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves, and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Dinesh Alla, Chairman and Managing director of the company and Mr. Sashank Alla, Whole time director of the company be and is hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities/investment, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities, sub delegate the authority vested by this resolution and to do all such acts, deeds or things incidental or expedient thereto and as they may think fit



**3. RE-APPOINTMENT OF MRS. SAVITA ALLA (DIN: 00887071) AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS WITH EFFECT FROM MAY 25, 2024 AND TO FIX HER REMUNERATION**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule V of the Act and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further pursuant to the Articles of Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors thereof, the consent of the Members of the company be and is hereby accorded for the re-appointment of Mrs. Savita Alla (DIN: 00887071) as Joint Managing Director of the Company for a period of THREE years with effect from May 25, 2024 on the terms and conditions including remuneration, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mrs. Savita Alla, in terms of the applicable provisions of Section 197 of the Act read with Schedule V of the Companies Act, 2013 including any statutory modification(s) or reenactment thereof.

**RESOLVED FURTHER THAT** Mr. Dinesh Alla, Chairman and Managing Director of the Company, Mr. Sashank Alla, whole time director of the Company and the Company secretary of the Company be and is hereby severally authorised to do all acts and take all such steps as maybe necessary, proper, or expedient to give effect to foregoing resolution.

**4. MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND ALPHAGEO OFFSHORE SERVICES PRIVATE LIMITED, ITS SUBSIDIARY AND JOINT VENTURE COMPANY**

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

**“RESOLVED THAT** in pursuant to the section 188 of the Companies Act 2013 read with rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 and provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or reenactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise)



with Alphageo offshore Services Private Limited the entity falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of (a) availing/rendering of Seismic/geophysical consulting service(s); (b) reimbursement of expenses (c) availing/ providing for sharing/usage of each other's resources viz. Financial resources, employees, office space, infrastructure; equipment, taxes(d) purchase/ sale/exchange/transfer/lease of business asset(s) and/or equipment to meet its business objectives/requirements; (e) transfer of any resources, services or obligations to meet its business objectives/requirements ("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement to this Resolution and/or as may be mutually agreed between related parties and the Company time to time, such that total monetary value of transactions with Alphageo Offshore Services Private Limited will be up to Rs. 65 crores, in addition to the existing approved limits set by the members of the Company in categories as per section 188 of companies act 2013, provisions of SEBI (LODR) regulations, 2015 and as specified in the explanatory statement, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out at in the ordinary course of business and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis."

**"RESOLVED FURTHER THAT** Mr. Dinesh Alla, Chairman & Managing Director of the Company and Mr. Sashank Alla, Whole time Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified, and confirmed in all respects.

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

Hyderabad  
March 23, 2024

**Sakshi Mathur  
Company Secretary**

## NOTES:

1. Pursuant to Ministry's General Circular No.09/2023 dated September 25, 2023, General circular No. 20/ 2020 dated 05.05.2020, General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/ 2022 dated 05.05.2022 and General Circular No.11 / 2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is being permitted for convening the Extraordinary General Meeting ('EGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('Act'), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Friday 26th April 2024 at 11.00 a.m. IST. The deemed venue for the EGM will be the Corporate Office of the Company i.e., Plot No 77 & 78, 2<sup>nd</sup> Floor, Kamalapuri colony, Phase III, Banjara Hills, Hyderabad -500073
2. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of the business set out in the notice convening extraordinary general meeting of the company and the relevant details of the Director seeking re-appointment at this EGM 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.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice.
4. 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 EGM 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](mailto:dhr300@gmail.com). The said resolution/letter should be in the naming format "Alphageo (India) Limited\_EGM".
5. 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 EGM.
6. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.



7. In line with the Ministry's General Circular No.09/2023 dated September 25, 2023, General Circulars No. 20/2020 dated May 5, 2020 issued by the MCA and the SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA. The Notice of EGM is available on the Company's website viz. [www.alphageoindia.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
8. Electronic copies of all the documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be made available for inspection. Members desiring any information with regards to matters to be placed at the EGM may send their request in writing to the Company at [cs@alphageoindia.com](mailto:cs@alphageoindia.com) .
9. 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. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details. 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.
10. 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.
11. 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 Company's Registrar and Transfer Agent, Kfintech has sent physical letters to all the shareholders of the Company holding shares in Physical form in this regard. 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/isrforms.aspx>

12. 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/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant
13. 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.
14. 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.
15. 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 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. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. 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.
16. 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.
17. M/s. KFin Technologies Limited, the Company's Registrar and Transfer Agent, will be providing facility for participation in the EGM through VC/OAVM Facility, for voting through remote E-voting and E-voting during the EGM.



**18. Procedure of e-Voting and attending e-EGM:**

- (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 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
7944	22nd April, 2024, Monday, (9.00 A.M.)	25th April, 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) The Board of Directors of the Company in its meeting held on Saturday, March 23, 2024 has appointed M/s. D. Hanumanta Raju & Co., Company Secretaries, Hyderabad as Scrutinizer for conducting the process of remote e-voting in a fair and transparent manner.
- (vii) 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](mailto:evoting@kfintech.com). However, if he/she is already registered with Kfintech for remote e-voting then he/she can use his/her existing user id and password for casting the vote.
- (viii) 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.”
- (ix) The details of the process and manner for remote e-Voting and e-EGM 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-EGM) of the Company on KFin system to participate in e-EGM and vote at the EGM.

**19. 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	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>i) To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) Follow steps given in points 1 above.</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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.</li> <li>v) On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ul> <p><b>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">  App Store        Google Play     </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding shares in Demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on Login icon &amp; New System Myeasi</li> <li>iii) Login with your registered user id and password.</li> <li>iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e., Kfintech e-Voting portal.</li> <li>v) Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>i) Option to register is available at CDSL website. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on Login icon &amp; New System Myeasi and the click on registration option.</li> <li>iii) Proceed with completing the required fields.</li> <li>iv) Follow the steps given in point 1 above.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>i) Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</li> <li>ii) Provide your Demat Account Number and PAN.</li> <li>iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP, i.e., Kfintech where the e- Voting is in progress.</li> </ol>
<p>Individual Shareholder login through their Demat accounts/ Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>i) You can also login using the login credentials of your Demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>ii) 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.</li> <li>iii) 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.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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- EGM" 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 must 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: [dhr300@gmail.com](mailto:dhr300@gmail.com). The said resolution/letter should be in the naming format "Alphageo (India) Limited\_EGM".
  - (xii) Members can cast their vote online from Monday, April 22, 2024 (9.00 A.M.) till Thursday, April 25, 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 Notice of EGM 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](mailto:einward.ris@kfintech.com) along with scanned 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 Notice of EGM 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-EGM of the Company through VC/OAVM:**

- (i) Members will be provided with a facility to attend the e-EGM 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 EGM through VC/OAVM shall be available for members on first come first served basis.
- (v) Facility for joining e-EGM 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 EGM 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-EGM 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-EGM.
- (ii) E-voting during the EGM 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 EGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the EGM 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 **Friday, 19<sup>th</sup> April 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

**OTHER INSTRUCTIONS**

- (i) **EGM Questions prior to e-EGM:** 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, 22<sup>nd</sup> April 2024 (9.00 a.m.) to Tuesday, 23<sup>rd</sup> April 2024 (5.00 p.m.)**
- (ii) **Speaker Registration during e-EGM 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, 22<sup>nd</sup> April 2024 (9.00 a.m.) to Tuesday, 23<sup>rd</sup> April 2024 (5.00 p.m.)**. The Company reserves the right to restrict the speaker registration during the e-EGM 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.

**20.** In case a person has become a member of the Company after dispatch of EGM 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.

- 21.** 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 [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) for any further clarifications.
- 22.** Resolutions shall be deemed to be passed on the date of e-EGM subject to receipt of requisite number of votes in favor of Resolutions.
- 23.** 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](http://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  
March 23, 2024

**Sakshi Mathur  
Company Secretary**

## Explanatory statement pursuant to section 102 of the Companies Act 2013

### ITEM NO-1

The Members are hereby informed that to augment the long-term resources of the Company and to render support for the business requirements of the entities in which director(s) of the Company is/are interested or deemed to be interested from time to time, the Board of Directors in its meeting held on Saturday, 23<sup>rd</sup> March 2024 has proposed and approved for seeking the shareholders' approval for advancing any loan, giving any guarantee or providing any security to all such person(s) specified under Section 185 of the Companies Act, 2013 up to an aggregate limit of Rs.500 Crores (Rupees Five Hundred Crores only), subject to the approval of shareholders of the Company.

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting. It is proposed for shareholders' approval to the company to grant loan or give guarantee or provide security in respect of any loan granted to such entities as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013. The proposed loan shall be at the interest rate of prevailing market rate.

The details of the existing Subsidiaries/Joint Venture Companies/other companies are as follows:

S. No	Name of the Company	Nature of Relationship	Purpose
1.	Alphageo Offshore Services Private Limited	Subsidiary and Joint venture Company	For execution of contracts, Procurement of plant and machineries, purchase of goods/ services, fixed assets or any other expense including working capital requirements or any other purpose(s) board may deem fit
2.	Aquilla Drilling Private Limited	Promoter group company	For execution of contracts, Procurement of plant and machineries, purchase of goods/ services, fixed assets or any other expense including working capital requirements or any other purpose(s) board may deem fit

In case of any subsidiaries / joint ventures/Associate Company incorporated in future, the Board of Directors may grant loan or give guarantee or provide security within the aggregate amount of Rs 500 Crores to such entities.

**Disclosure of Interest:** None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans,

guarantee and security being advanced/given/provided or to be provided by the Company pursuant to this Special Resolution.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice of extraordinary General Meeting, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

#### **ITEM NO -2**

The Company has been making investments, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate(s) as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable investments, loans, and issue guarantees / securities to persons or bodies corporates, from time to time, prior approval of the Members is being sought for enhancing the said limits. In furtherance to same and keeping in view the future of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on Saturday, 23rd March 2024 has proposed and approved for seeking the shareholders' approval for an aggregate limit of Rs. 500 Crores (Rupees Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves, and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

**Disclosure of Interest:** None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantee, security and investment given/provided/to be provided by the Company pursuant to this Special Resolution.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 2 of the Notice of extraordinary General Meeting, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.



### **ITEM NO-3**

Mrs. Savita Alla (DIN: 00887071) is a Post Graduate in Management Studies from BITS, Pilani. She has served in various managerial positions in corporate sector and has multifaceted experience in quality management systems, customer relationship management and entrepreneurial role. Mrs. Savita Alla is Director of the Company since May 29, 2014. She was reappointed by the members of the company at 34<sup>th</sup> Annual General meeting for term of 3 years as Joint Managing Director of the Company effective from May 25, 2021 to May 24, 2024.

Taking into consideration the job responsibilities and based on the recommendations of the Nomination and Remuneration Committee of the Board, the Board of Directors at its meeting held on Saturday, 23<sup>rd</sup> March 2024, accorded its approval for the re-appointment of Mrs. Savita Alla as Joint Managing Director of the Company for a further period of THREE years from May 25, 2024 to May 24, 2027 at such remuneration set out hereafter for a period of THREE years from the date of re-appointment, subject to the approval of the Members of the company at the ensuing extraordinary general meeting.

#### **A. Tenure of the appointment**

The re-appointment as Joint Managing Director of the company is for a period of three years with effect from 25 May 2024.

#### **B. Nature of Duties**

Mrs. Savita Alla shall devote her whole time and attention to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time and/or separately communicated to her and exercise such powers as may be assigned to her, in connection with and in the best interests of the business of the Company.

#### **C. Brief Particulars of the terms of Remuneration payable to Mrs. Savita Alla:**

(a) **Period of Remuneration:** Three (3) years from May 25, 2024 to May 24, 2027

(b) **Salary:** Salary of Rs. 5,00,000/- per month.

(c) **Perquisites and Allowances:**

i) House Rent Allowance @ Rs.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 Rs.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 months' 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) Provision for use of Company's 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 Joint Managing Director, the Company does not have profits or its profits are inadequate, remuneration comprising of salary, perquisites, commission, and statutory benefits, approved herein be continued to be paid as Minimum Remuneration to the Joint Managing Director.

**Aggregate Remuneration:** The aggregate of remuneration, commission, perquisites, and allowances payable to the Joint 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Declarations:** She is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as a director (reappointed as Joint Managing director). The Board also affirms that Mrs. Savita Alla is not debarred or disqualified from holding the office of director by the virtue of any SEBI order, Ministry of Corporate Affairs or any such statutory authority. Mrs. Savita Alla 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. Mrs. Savita Alla is a member of Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Finance Committee of the Board of Directors of the Company.

Mrs. Savita Alla holds 3,91,458 equity shares of the Company. Mrs. Savita Alla, being the appointee, is interested in the resolution set out in Item No. 3 of the Notice. Mr. Dinesh Alla and Mr. Sashank Alla, being related to Mrs. Savita Alla is deemed to be interested in the said resolution. The other relatives of Mrs. Savita Alla may be deemed to be interested in the said resolution to the extent of their shareholding, if any, in the Company.

In the opinion of the Board, Mrs. Savita Alla satisfied all the conditions set out in Part I of Schedule V of the Act and the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her reappointment as Joint Managing Director (whole-time director) of 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.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice of extraordinary General Meeting, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

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

<b>General Information:</b>																				
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: Rs. in Lakhs <table border="1"> <thead> <tr> <th>Particulars</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Total income</td> <td>8992.92</td> <td>15997.90</td> </tr> <tr> <td>Total expenses</td> <td>6967.56</td> <td>14135.21</td> </tr> <tr> <td>Profit before tax</td> <td>2025.36</td> <td>1862.69</td> </tr> <tr> <td>Profit after tax</td> <td>1538.34</td> <td>1328.18</td> </tr> <tr> <td>Total Equity</td> <td>25339.07</td> <td>24298.97</td> </tr> </tbody> </table>	Particulars	2022-23	2021-22	Total income	8992.92	15997.90	Total expenses	6967.56	14135.21	Profit before tax	2025.36	1862.69	Profit after tax	1538.34	1328.18	Total Equity	25339.07	24298.97
Particulars	2022-23	2021-22																		
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Total expenses	6967.56	14135.21																		
Profit before tax	2025.36	1862.69																		
Profit after tax	1538.34	1328.18																		
Total Equity	25339.07	24298.97																		
4.	Foreign investments or collaborations	Foreign Investment as on March 31, 2023 is Rs. 1322.14 Lakhs. There are no foreign collaborations in existence as on March 31, 2023.																		
<b>Information about the appointee:</b>																				
1.	Background details	Mrs. Savita Alla is a 56-year-old, Post Graduate in Management Studies from BITS, Pilani. Mrs. Savita Alla has been a director of the Company since 2014 and is responsible for managing the day-to-day affairs, human resources, and other activities of the Company. Additionally, she oversees the corporate social responsibilities of the Company. Mrs. Savita Alla has extensive experience in human resource management, quality management systems, customer relationship management, and entrepreneurial roles.																		
2.	Past remuneration	The remuneration of Mrs. Savita Alla has been approved by the Members at the 34th Annual General Meeting of the Company for a period of three years from May 25, 2021 to May 24, 2024. She has been paid a remuneration of Rs. 67.73 lakhs (including commission) for the year 2022-2023.																		
3.	Recognition or awards	Nil																		
4.	Job profile and her suitability	Mrs. Savita Alla is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company. She has extensive experience in human resource management, quality management systems, customer relationship management and entrepreneurial role.																		



5.	Remuneration proposed	As stated in the Explanatory Statement at Item No.3 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Mrs. Savita Alla has served on the Board of the Company since 2014. She is entrusted with the responsibilities of managing the Human Resource Department, Health, Safety & Environment (HSE) Department and other day-to-day affairs of the Company. Her skill set and experience places her at par with similar positions on other companies of comparable sizes and nature. The proposed remuneration of Mrs. Savita Alla is in line with the industry levels and is commensurate with the size of the Company and nature of its business.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director	Mrs. Savita Alla is a member of the promoter group and Joint Managing Director of the Company. She is the spouse of Mr. Dinesh Alla, Chairman and Managing Director, and Mother of Mr. Sashank Alla, Whole time Director of the Company. Apart from this, she is not related to any other director and key managerial personnel of the Company.
<b>Other Information:</b>		
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	-

#### Item No – 4

According to section 188 of the companies Act, 2013 read with rule 15 of companies (Meetings of Board and its Powers) Rules,2014 if company exceeds the limits as specified in the companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such material related party transactions exceeding the limits, would require prior approval of Members by means of a resolution. The members at its 36th Annual General meeting approved the material related party transactions with the Alphageo Offshore Services Private Limited up to the limit of Rs.20 crores. In view of the increase in volume of the work, transactions with Alphageo offshore services private limited may exceed the approved limit therefore to facilitate seamless contracting and rendering/availing of services between the Company and “related parties,” the Company seeks the approval of the shareholders’ of the Company to approve entering contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee of the board of directors of the company.

Accordingly, consent of the members of the company is sought for passing an ordinary Resolution as set out at Item No. 4 of the Notice of extraordinary General Meeting, in relation to the details as stated in the resolution and provided below and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as an ordinary Resolution.

The details of transactions as per the SEBI master circular reference SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 that require approval are given below

**a) Alphageo offshore services private limited**

S.no	Description	Particulars
1.	Name of Related Party	Alphageo Offshore Services Private Limited
2.	Nature of relationship (including nature of its interest)	Subsidiary & Joint venture Company
3.	Type of proposed transaction	(a)Rendering of seismic/geophysical services, consulting services and such related areas  (b)Supply of related equipment's, manpower, infrastructure.  (c)reimbursement of expenses relating to seismic geophysical related services  (d)rendering/availing of services,  (e) Leasing of property.  (f)Any transfer of resources, services, or obligations to meet its objectives/requirements.
4.	Nature, duration/tenure, material terms, monetary value, and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.  The total monetary value of transactions with Alphageo Offshore Services Private Limited will be up to Rs. 65 crores, in addition to the existing approved limits set by the members of the Company.  The validity of the resolution will be as per the provisions of Companies Act 2013 and SEBI (LODR) Regulations, 2015 as amended thereof
5.	Particulars of Proposed transaction	Same as Point no. 3
6.	Tenure of the transaction	Contractual commitments as per the tenure of the contract.

7.	Value of the proposed transaction	An additional Rs. 65 crores are being proposed to support the already approved limits.
8.	Percentage of annual consolidated/ standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Rs. 65 crores  (100% of the turnover as per the standalone audited financial statements for the financial year 2022-23)  (100% of the turnover as per the Consolidated audited financial statements for the financial year 2022-23)
9	Justification of the proposed transaction	Alphageo (India) Limited is engaged in providing seismic survey services to the oil exploration & production sector. During rendering such services, the Company also leverages niche skills, capabilities, and resources of entity within the group. These transactions aim at providing enhanced level of services to the clients of Alphageo.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable
11.	Name of the Director or Key Managerial Personnel, who is related	Mr. Dinesh Alla, Chairman & Managing Director & Mrs. Savita Alla, Joint Managing director
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances, or investments made or given	
a.	Sources of funds	Internal funds available with the Company
b.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment:  Nature of indebtedness;  Cost of funds and  Tenure of indebtedness	Not Applicable



c.	Terms of the loan, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	As per the contract and/or joint venture agreement entered with the company
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For executing the contracts.
e.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

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

Hyderabad  
March 23, 2024

**Sakshi Mathur  
Company Secretary**

Annexure to Notice of Extraordinary General Meeting

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

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

<b>Name of the Director</b>	<b>Savita Alla</b>
<b>Director Identification Number</b>	00887071
<b>Date of Birth (Age)</b>	07-10-1967 (56 years)
<b>Date of first appointment on Board</b>	29-05-2014
<b>Educational Qualification</b>	She is a post graduate in Management studies from BITS, Pilani.
<b>Experience (including expertise in specific functional areas) / Brief Resume</b>	Mrs. Savita Alla has been a director of the Company since 2014 and is responsible for managing the day-to-day affairs, human resources, and other activities of the Company. Additionally, she oversees the corporate social responsibilities of the Company. Mrs. Savita Alla has extensive experience in human resource management, quality management systems, customer relationship management, and entrepreneurial roles.
<b>Disclosure as per SS-2 with regards to number of meetings of board attended during the year</b>	During the Financial year 2022-2023, Four (4) meetings of the board were held. Mrs. Savita Alla attended four meetings of the board of directors of the company.
<b>Directorships held in other companies</b>	Aquila Drilling Private Limited- Director Alphageo Offshore Services Private Limited- Nominee Director
<b>Memberships/ Chairmanships of Committees across companies</b>	She does not hold memberships/chairmanships of Committees in any other Companies.
<b>Relationship with other directors, manager, and other Key Managerial Personnel of the Company</b>	Mrs. Savita Alla belongs to promoter group of the company. She is wife of Mr. Dinesh Alla, Chairman and Managing Director of the company and mother of Mr. Sashank Alla, Whole Time Director of the Company. Apart from this, she is not related to any other director and key managerial personnel of the Company. The other relatives of Mrs. Savita Alla may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company.
<b>No. of shares held in the Company either by self or as a beneficial owner</b>	3,91,458 Equity Shares of the Company
<b>Terms and Conditions of appointment / re-appointment</b>	As per the special resolution set forth at item no 3 of this Notice.
<b>Name of listed entities from which the person has resigned in the past three years</b>	NIL