

**POLICY ON DETERMINATION OF
MATERIALITY OF
EVENTS/INFORMATION.**

1. INTRODUCTION

In terms of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Regulations”), Alphageo (India) Limited (hereinafter referred to as “the Company”) is required to frame a Policy for determination of materiality of events/information.

This Policy for determination of materiality of events/information aims at:

- ensuring that all investors have equal access to important information that may affect their investment decisions;
- ensuring that adequate and timely information is provided to investors;
- avoiding establishment of false market in the securities of the Company; and
- Communicating the principles of materiality based on which the Company shall make disclosures of events or information.

2. DEFINITIONS

- a. “Act” means Companies Act, 2013.
- b. “Company” means Alphageo (India) Limited;
- c. “Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereof;
- d. “Key Managerial Personnel” means key managerial personnel as defined under subsection (51) of section 2 of Companies Act, 2013, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
- e. “Stock Exchange” means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956;
- f. “Material Event” means the individual; transaction or arrangement which, in the opinion of the Authorised Key Managerial Personnel is significant to the operations or performance of the Company as well as any price sensitive information.
- g. “Price Sensitive Information” means any information which relates, directly or indirectly, to the Company that is not generally available and which up on becoming generally available is likely to materially affect the price of securities of the Company.
- h. “Compliance Officer” means Company Secretary of the Company.
- i. “Policy” means this Policy as amended time to time.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the SEBI (LODR) Regulations, 2015 and Companies Act 2013 as amended from time to time.

3. POLICY

The information covered by this Policy shall include “information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions” (hereinafter

referred to as “material information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality. Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the Listing Regulations will be disclosed without any application of the guidelines for materiality. Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the Listing Regulations will be disclosed based on application of materiality criteria.

4. DISCLOSURES OF EVENTS OR INFORMATION.

- a. Events specified in Annexure A are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible but within the timelines stipulated by SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Company shall provide the aforesaid information in the following manner:

- i.) inform the stock exchanges in which the securities of the Company are listed;
- ii) upload on the website of the Company

- b. The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as per clause 4 of the Policy.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determining materiality of event or information:

The omission of an event or information which is likely to:

- i. result in a discontinuity or alteration of an event or information already available publicly; or
- ii. result in significant market reaction if the said omission came to light later;
- iii. the event or information is in any manner unpublished price sensitive information

b. The omission of an event or information, whose value, or the expected impact in terms of value exceeds the lower of the following:

- i. Two percent of turnover, as per the last audited consolidated financial statements of the Company; or
- ii. Two percent of net worth, except in case of the arithmetic value of the net worth is negative, as per the last audited consolidated financial statements of the Company;
- iii. Five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

c. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

6. GUIDANCE ON TIMING OF AN EVENT OR INFORMATION

The Company may be confronted with the question as to when an event/information can be said to have occurred. In certain instances, the answer to above question would depend upon the stage of discussion, contract terms, negotiation, or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions, etc., the answer to the above question would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information can be said to have occurred upon receipt of approval of the Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and shareholders.

However, considering the price sensitivity involved, for certain events which require approval of shareholders, e.g., decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholders' approval.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an Officer of the Company has, or ought to have reasonably come into possession of the information during the performance of his/her duties.

Here, the term 'Officer' shall have the same meaning as defined under the Companies Act, 2013.

7. AUTHORIZATION

Authorizing Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s)

The Board of Directors of the company has severally authorised the Chairman and Managing Director of the Company for the purpose of determining materiality of an event or information and Chief Financial officer and Company Secretary and compliance officer for the purpose of making disclosures to stock exchange(s) under regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Authorized Persons shall have the following powers and responsibilities for determining the material events or information:

- a. To review and assess an event/ information that may qualify as 'material' and may require disclosure, based on facts and circumstances prevailing at a given point in time.
- b. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- c. To disclose all material events or information with respect to the material subsidiaries of the Company.
- d. To provide specific and adequate reply to all queries raised by stock exchanges with respect to any events or information.

8. AMENDMENTS

The Board may subject to the applicable laws amend any provisions or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for being in time. The policy shall be reviewed from time to time so that the policy remains complied with applicable legal requirements.

9. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

10. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.