

Date: 13th August, 2024

To
BSE Limited
Listing Dept. / Dept. of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Dear Sir,

Sub.: Postal Ballot Notice

Scrip code: 517429

Ref.: Regulation 30 read with Part A of the Schedule III of the SEBI (LODR) Regulations, 2015.

With reference to the captioned subject, we are enclosing herewith the notice of postal ballot dated 12th August, 2024 seeking approval of members of the Company by way of:

1. Ordinary Resolution: For increase in authorised share capital of the company
2. Special Resolution for -
 - a) Increase limits under section 180(1)(c) of the companies act, 2013
 - b) Consider and approve the increase in limits for creation of security interest under section 180(1)(a) of the companies act, 2013
 - c) Investments, loans, guarantees and security in excess of limits specified under section 186 of companies act, 2013
 - d) Loans to companies in which directors are interested
 - e) Alteration of articles of association of the company

Further, the calendar of events in connection with the postal ballot is as under:

Sl. No	Particular	Schedule
1	Cut - off Date for identification of voting rights of members	09 th August, 2024
2	Date and time of commencement of remote e-voting	14 th August 2024 at 10 a.m. (10.00 hours IST)
4	Date and time of end of remote e-voting	12 th September 2024 at 5.00 p.m. (17:00 hours IST)
5	Submission of report by the Scrutinizer	14 th September 2024
6	Date of declaration of results of voting	14 th September 2024

Kindly take this disclosure on record and disseminate in the site.

Thanking you,
Yours Faithfully,

For ATHENA GLOBAL TECHNOLOGIES LIMITED

DIVYA
AGRAWAL
Digitally signed by
DIVYA AGRAWAL
Date: 2024.08.13
12:44:21 +05'30'

DIVYA AGRAWAL

COMPANY SECRETARY & COMPLIANCE OFFICER

M NO 48143


ATHENA GLOBAL TECHNOLOGIES LIMITED

CIN No L74140TG1992PLC014182

 Gowra Palladium, 2nd Floor, Unit 203, Madhapur, HITEC City, Hyderabad-500081, Telangana State

 +(91) 4023119633

 +(91) 4023119614

 info@athenagt.com

 www.athenagt.com



**NOTICE OF POSTAL BALLOT OF
ATHENA GLOBAL TECHNOLOGIES LIMITED**

ATHENA GLOBAL TECHNOLOGIES LIMITED

CIN : L74140TG1992PLC014182

2nd floor, Unit No. 203 Gowra Palladium, Sy.No 8A & 8B1 in Survey Nos. 83/1,
Serilingampally Mandal, Ranga Reddy District, Hyderabad-500081 Telangana India.

E-mail : cs@athenagt.com , Website: www.athenagt.com

NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED]

Respected Shareholders,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the "Act") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") as amended, Secretarial Standard-2 on General Meetings (the "**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, Circular No. 20/2021 dated 8th December, 2021. 03/2022 dated 5th May 2022, Circular No 10/2022 dated 28.12.2022 and Circular No 09/2023 dated 25.09.2023 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolution is proposed to be passed by the Members of Athena Global Technologies Limited (the "**Company**") through Postal Ballot by way of voting through electronic means ("**e voting**") only.

The explanatory statement setting out material facts pursuant to Section 102, 110 and other applicable provisions of the Companies Act and Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations, 2018, as amended from time to time ("SEBI (ICDR) Regulations") is annexed herewith.

The Board of Directors of the Company ("Board") at its meeting held on Monday, August 12, 2024 ("Board Meeting") has appointed Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary (COP No. 18365) who will act as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process through remote e-voting in a fair and transparent manner.

The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority. In compliance with Section 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules & Regulation 44 of the SEBI(LODR) and MCA Circulars, from time to time, the Company is offering facility of remote e-voting only ("E-voting").

Shareholders are requested to read the Notice of Postal Ballot to follow the procedure as stated in the notes and instructions for casting of votes by E-voting.

The Company has engaged services of M/s. Central Depository Services (India) Ltd as its agency for providing E-voting facility to shareholders of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through the E-voting only. The Scrutinizer will submit his report to the Chairman of the Company & or any other person authorized by them in writing after completion of scrutiny of postal ballot (by remote e-voting) process in a fair and transparent manner.

The results of the postal ballot will be announced on or before 5.00 P.M. on Saturday 14th September, 2024 and will be displayed on the website of the Company (i.e. www.athenagt.com) and will be intimated to BSE Limited (the "BSE") where the equity Shares of the Company are listed and shall also be intimated to M/s. Big shares Services Private Limited, the registrar and share transfer agents of the Company.

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass the following Resolutions as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 13, 61 read with 64 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under read with the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum & Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen crores only) divided into 1,50,00,000 (One crore Fifty lakhs) Equity shares of Rs. 10/- each (rupees Ten each) to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) ranking pari pasu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing clause V of Memorandum of Association of the company and here by substituted as follows:

The Authorised share capital of the company is Rs.16,00,00,000/- (Rupees Sixteen Crores) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby jointly and/or severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution.

2. TO INCREASE LIMITS UNDER SECTION 180(1)(c) 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 the provisions of Section 180(1)(c) of the Companies Act, 2013 and other enabling provisions, if any, of the Companies Act, 2013 and the rules, regulations and circulars issued under the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) and the constitutional documents of Athena Global Technologies Limited ("Company"), consent of the members of the Company be and is hereby accorded to the board of directors of the Company (the "Board") for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, non-banking finance companies, or from others by way of advances, deposits, fund or non-fund based facilities, debentures, bonds, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the assets and properties of the Company and/or of any other persons, firms or body corporates, whether movable or immovable or stock-in process and debts, and advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company, its free reserves and securities premium, provided that the total amount upto which the money(ies) may be borrowed shall not exceed INR 350 Crores (Indian Rupees Three Hundred and Fifty Crores Only) at any point of time."

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee or person(s) authorized by the Board be and is/are hereby authorized to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required or as the Board may in its absolute discretion deem necessary to give effect to this resolution.”

“RESOLVED FURTHER THAT the Company do file this resolution and make any other filings required under the Companies Act, 2013, with the concerned Registrar of Companies and other statutory/governmental authorities as may be required within the time prescribed by law therefore and undertake other registration requirements (as may be required).”

“RESOLVED FURTHER THAT a copy of these resolutions may be provided to any person (including any authorized representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary of the Company.”

2. TO CONSIDER AND APPROVE THE INCREASE IN LIMITS FOR CREATION OF SECURITY INTEREST UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, memorandum and articles of association of Athena Global Technologies Limited (“Company”), the consent of the members of the Company be and is hereby accorded to the Company to create, from time to time, such mortgages, pledge, charges and hypothecations, on such terms and conditions as the board of directors of the Company (“Board”) may deem fit including on the whole or substantially the whole of the Company's undertakings and other properties, both present and/or future, whether movable or immovable, comprised in any of the undertakings of the Company as the case may be, in favour of banks, mutual funds, and/or financial institutions, both national and international, and/or other bodies corporate or agencies or trustees for the debentures and/or loans as may be agreed to by the Board for the purpose of securing any issue of debentures or loans or other financial assistance, by way of cash credit, overdraft, letter of credit and guarantee facilities and the like whether in Rupees or in foreign currency or currencies subject to a maximum limit of INR 350/- crores (Indian Rupees Three Hundred and Fifty Crores only), together with simple and/or compound interest thereon, commitment charges, management fees, service charges, additional premium, premium on redemption of debentures including any increase as a result of deviation/ evaluation/ fluctuation/ in the rate of foreign currencies and all other costs, charges and expenses payable from time to time as per the terms and conditions prescribed in any loan agreements, debenture documents or other deeds and documents entered into between the Company and the said banks and/or financial institutions/trustees for debentures, both national and international, or bodies corporate and agencies.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee or person(s) authorized by the Board be and is/are hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required or as the Board may in its absolute discretion deem necessary to give effect to this resolution.”

“RESOLVED FURTHER THAT the Company do file this resolution and make any other filings required under the Companies Act, 2013, with the concerned Registrar of Companies and other statutory/governmental authorities as may be required within the time prescribed by law therefore and undertake other registration requirements (as may be required).”

“**RESOLVED FURTHER** a copy of these resolutions may be provided to any person (including any authorised representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary of the Company.”

3. INVESTMENTS, LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013.:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to give loans and / or give any guarantee or provide security in connection with a loan to any company and / or acquire by way of subscription, purchase or otherwise, the securities of any company(ies) upto an aggregate amount not exceeding INR 350/- Crores (Rupees Three Hundred and Fifty Crores Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

4. LOANS TO COMPANIES IN WHICH DIRECTORS ARE INTERESTED:

To considered 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 185 of the Companies Act, 2013 ('Act') and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company, consent of the members of the Company be and is here by accorded to the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. to entities which are a subsidiary or associate or joint venture of the Company, in whom any of the Director of the Company is interested upto an aggregate amount not exceeding INR 350 crores (Rupees Three Hundred and Fifty Crores Only) or in other currency for an equivalent amount.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

RESOLVED FURTHER THAT all such transaction(s) entered by the Company with its subsidiaries be and is hereby approved and ratified.

5. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force, the existing Articles 85 and 86 shall be amended and substituted by the following paragraphs:

Appointment

85. *Whenever the Board enters into a contract with any lenders, debenture holders or debenture trustee for borrowing any money (including by way of issuance of debentures) or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act, the power to agree that such lenders, debenture holders and / or debenture trustee shall have the right to appoint or nominate by a notice in writing addressed to the Company, one or more Directors on the Board (including committees, if any, constituted by the Company) for such period and upon such conditions as may be mentioned in the common loan agreement / facility agreement / debenture trust deed or any other financing document. The nominee director representing lenders / debenture trustee / debenture holders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders / debenture trustee / debenture holders entitled to appoint or nominate them and such lenders / debenture trustee / debenture holders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders / debenture trustee / debenture holders.*

Rights of Nominee Director

86. *The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders / debenture trustee / debenture holders of the Company and the same shall accordingly be paid by the Company directly to the lenders / debenture trustee / debenture holders.*

Provided that if any such nominee director is an officer of any of the lenders / debenture trustee / debenture holders of the Company, the sittings fees in relation to such nominee director shall also accrue to the lenders / debenture trustee / debenture holders concerned and the same shall accordingly be paid by the Company directly to that lenders / debenture trustee / debenture holders.

Any expenditure that may be incurred by the lenders / debenture trustee / debenture holders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he / she is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders / debenture trustee / debenture holders may depute an observer to attend the meeting. The expenses incurred by the lenders / debenture trustee / debenture holders in this connection shall be borne by the Company.

The nominee director shall not be considered as an officer in default of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee or person(s) authorized by the Board be and is/are hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required or as the Board may in its absolute discretion deem necessary to give effect to this resolution.”

“RESOLVED FURTHER THAT the Company do file this resolution and make any other filings required under the Companies Act, 2013, with the concerned Registrar of Companies and other statutory/governmental authorities as may be required within the time prescribed by law therefore and undertake other registration requirements (as may be required).”

“RESOLVED FURTHER a copy of these resolutions may be provided to any person (including any authorised representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary of the Company.”

FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-
M. SATYENDRA
Chairman & Managing Director
DIN:01843557

Place: Hyderabad
Date: 12.08.2024

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (Hereinafter referred to as the "Rules") setting out all material facts in respect of the business specified in this notice and the reasons there to is annexed hereto
2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021, Circular No. 20/2021 dated 8th December, 2021 and Circular No. 03/2022 dated 5th May 2022, Circular No 10/2022 dated 28.12.2023 and Circular No 09/2023 dated 25.09.2023 (the "MCA Circulars"), conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars up-to 30.09.2024.
3. In compliance with the aforesaid MCA circulars the Postal ballot Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants or with the Company's Registrar and share Transfer Agent, Bigshare Services Private Limited (RTA) and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 09th August, 2024.
4. Members may note that this Notice also will be available on the Company's website, www.athenagt.com The Notice can be accessed from the web site of the Stock Exchange i.e. BSE Limited at www.bseindia.com the Postal ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote E- Voting facility). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
5. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
6. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to M/s. Bigshare Services Private Limited @ bsshyd@bigshareonline.com or to the Company at its e- mail i.e. cs@athenagt.com by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
7. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means ("e-voting") to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.
8. The remote e-Voting period commences on Wednesday, the 14th August, 2024 (10:00 am) and ends Thursday, 12th September, 2024 (5:00 pm). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 09th August, 2024.

9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. The Resolution, if passed by requisite majority, will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Thursday, 12th September, 2024 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
11. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) in Telugu newspaper, each having wide circulation in the State of Telangana, where the registered office of the Company is situated.
12. The scrutinizer will submit his report to the Chairman/ any of the Director(s) of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Saturday, 14th September, 2024, at the registered office of the Company and the result along with Scrutinizer report will also be displayed on the website of the Company www.athenagt.com besides being communicated to the Stock Exchange.
13. Any query/grievances relating to the postal ballot process may be addressed to Ms. Divya Agrawal (Company Secretary and Compliance Officer).

Her Contact details are:

E-mail : cs@athenagt.com

Tele No. : +91 40- 23119633

Address : 2nd floor, Unit No. 203 Gowra Palladium, Sy.No. 8A & 8B1 in Survey Nos. 83/1, Serilingampally Mandal, Ranga Reddy District, Hyderabad-500081, Telangana India

VOTING THROUGH ELECTRONIC MEANS:

Instructions relating to E-voting:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) period will commence on **14th August (Wednesday) at 10.00 a.m. (10.00 hours IST)** and will end on the **12th September, 2024 (Thursday) at 5.00 p.m. (17:00 hours IST)**. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(I) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for

resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be de link in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@athenagt.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

The Company is contemplating expansion plans and to meet the funding requirements, it is necessary to increase the authorized share capital to facilitate the issue of additional shares in the future. This increase will provide the Company with the flexibility to raise capital as and when required to support its growth and expansion plans.

It is proposed to increase the Authorised Share Capital from Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One crore Fifty lakhs) Equity Shares of Rs. 10/- each (Rupee ten each) to Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Re. 10/- each.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company, which in turn requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013. The Board recommends the resolution 1 for approval of the Members.

The draft copy of Memorandum of Association and Articles of Association will be kept open for inspection by Members on all working days (except Saturday and Sunday) between 11.00 a.m. to 4.00 p.m. during the period of Remote Evoting under postal ballot.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, in the resolution No. 1 of this Notice.

ITEM NO. 2

As per Section 180(1)(c) of the Companies Act, 2013, the board of directors ("Board") of Athena Global Technologies Limited ("Company") requires the prior approval of the members of the Company ("Members") at the General Meeting by way of Special Resolution for borrowing money for the purpose of the Company's business from any bank(s), financial institution(s) or any other lending institution(s), firm(s), body corporate(s) or person(s) where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of the paid-up capital of the Company, its free reserves and securities premium.

The Company is proposing to raise funds considering the business requirements and therefore, it is now proposed to increase this limits on borrowings, such that the amount of monies to be borrowed along with the monies already borrowed from any bank(s), financial institution(s) or any other lending institution(s), firm(s), body corporate(s) or person(s), (apart from the temporary loans obtained from the Company's bankers in the ordinary course of the business) does not at any time exceed an overall limit of INR 350 Crores (Indian Rupees Three Hundred and Fifty Crores Only) over and above the aggregate of the paid-up capital of the Company, its free reserves and securities premium.

The Board solicits approval from the Members for the resolutions stated in Item No. 2 by way of Special Resolution.

None of the Directors, promoters and relatives of Directors are interested or concerned financially or otherwise in the proposed resolutions.

ITEM NO. 3

In order to secure the borrowings made by Athena Global Technologies Limited ("Company") and/or its group/affiliate entities, it would be necessary to create charge on the assets or whole or substantially the whole of any undertaking(s) of the Company. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, the consent of the members of the Company is being sought by the board of directors of the Company ("Board") by way of a special resolution to create, from time to time, such mortgages, pledge, charges and hypothecations, in addition to the mortgages, pledge, charges and hypothecations as the Board may deem fit including on the whole or substantially the whole of the Company's undertakings and other properties in order to secure the borrowings.

The Board solicits approval from the Members for the resolutions stated in Item No. 3 by way of Special Resolution.

None of the Directors, promoters and relatives of Directors are interested or concerned financially or otherwise in the proposed resolutions.

ITEM NO. 4

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of:

i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account

Or

ii) Hundred per cent of its free reserves and securities premium account, whichever is more,

As per the financial structure of the Company, the amount for which the company intend to make loans to any person or other bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of anybody is exceeds the limits allowed under Board Power. As per the provisions of Companies Act, 2013, where if the Company wants to give any loan or give guarantee or provide security in connection with loan taken by any other body corporate or to acquire by way of subscription, purchase or otherwise, the securities beyond the said limits, special resolution is required to be passed by the members of the Company authorizing Board to make such investments, provide security and give guarantee. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to companies for an amount not exceeding 350 crore.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/ internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends the members of the Company to pass the Special resolution.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel is, in any way, deemed to be concerned or interested financial or otherwise in the said resolution except to the extent of their shareholding in the Company.

ITEM NO. 5

The Company is expected to render support to its group companies for their business requirements, from time to time. Pursuant to the provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and/or any other appropriate sources, from time to time, only for principal business activities of the other entities. The Company's subsidiary(ies) explore various options to raise funds through loan/issuance of debentures/bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies) of the Company would be utilized for their principal business activities.

In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution. In view of the above, the Board at its meeting held on 12th August 2024, decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans /debentures etc. raised by any subsidiary company(ies) /body corporate or private companies/other group entities in whom any of the Director of the Company is interested upto an aggregate amount not exceeding Rs.350 Crores or in other currency for an equivalent amount. This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans/debentures etc. by the said subsidiary(ies)/body corporates, as and when it is raised

In view of this, the Board of Directors recommends resolution as set out in item no.5 for approval of the members of the Company by way of a Special Resolution.

Except for the Director(s) who are interested in the said subsidiary(ies) / Associates / Group Companies /entities, None of the Directors, Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6

Securities and Exchange Board of India ("**SEBI**"), pursuant to a notification dated February 2, 2023, bearing reference number SEBI/LAD-NRO/GN/2023/119 ("**SEBI Notification**"), amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), by inserting sub regulation (6) in Regulation 23, which mandates that issuer of listed Non-Convertible Debentures ("**NCDs**") must ensure that its Articles of Association ("**AOA**") contains such clause which authorizes issuer's Board to appoint a person as director on the Board of the Company, if nominated by debenture trustee(s) in the event of occurrence of events enumerated in Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

The Company does not have any outstanding listed NCDs as of date, however, in terms of the amendment in SEBI NCS Regulations an enabling provision is proposed to be included in AOA.

Accordingly, the Board of Directors has proposed to alter the AOA of the Company as set out in the Special Resolution at Item no. 6 of this Notice.

A copy of the revised AOA of the Company together with the proposed alteration would be available for inspection.

Pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013, approval of the shareholders of the Company is being sought.

The Board recommends the resolution set out at Item no. 6 by way of a Special Resolution.

The Company does not have any promoters as on date. Further, none of the directors and key managerial persons (KMPs) of the Company or any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 of this Notice.

FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-
M. SATYENDRA
Chairman & Managing Director
DIN:01843557

Place: Hyderabad
Date: 12.08.2024