

To,

Date: 14.02.2025

<b>The Manager</b> BSE Limited P.J. Towers, Dalal Street Mumbai- 400001	<b>The Manager</b> National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051
--	---

Dear Sir/Madam,

**Sub: Notice for Extra- Ordinary General Meeting of the Company**

**Unit: Aion-Tech Solutions Limited (BSE Scrip Code: 531439, NSE: GOLDTECH)**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice for the 1<sup>st</sup> Extra-Ordinary General Meeting of the Company for the financial year 2024-25 scheduled to be held on Monday, 10<sup>th</sup> day of March, 2025 at 4.30 P.M. through Video Conference / Other Audio-Visual Means (VC/OAVM) facility.

Further, 03.03.2025 is fixed as the cut-off date for e-voting in connection with the Extra-ordinary general Meeting of the Company

This is for the information and records of the Exchange, please

Thanking you.

Yours sincerely,

For Aion-Tech Solutions Limited

  
Srikanth Adalat

Company Secretary and Compliance Officer



Encl. as above

**AION-TECH SOLUTIONS LIMITED**

**CIN: L72200TG1994PLC017211**

**Reg Office: My Home Hub, Block-I, 9TH Floor, Hitech City, Madhapur-500081,  
Hyderabad, Telangana, India**

**Web: www.aiontech.ai**

**Email Id: orporate@aiontech.ai Phone: +91 9281119436**

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING FOR THE FY 2024-25 OF THE SHAREHOLDERS OF AION-TECH SOLUTIONS LIMITED WILL BE HELD ON MONDAY, THE 10<sup>TH</sup> DAY OF MARCH, 2025 AT 4.30 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

---

**SPECIAL BUSINESS:**

**1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the authorized share capital of the Company be and is hereby increased from Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores ) equity shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:"

"V. The Authorized Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores ) equity shares of Rs. 10/- (Rupees Ten Only) each."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing and execution of all such necessary documents as may be required in this regard."

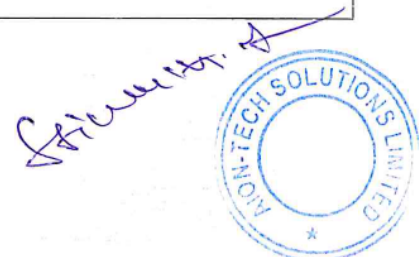
**2. APPROVAL FOR RELATED PARTY TRANSACTION:**

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



“RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013 together with the rules made there under applicable if any, based upon prior approval and recommendations of the Audit Committee and Board of Directors in their meetings held on 13.02.2025, the approval of the members of the Company be and is hereby accorded to the Board of Directors to enter into material related party transaction i.e., to acquire 1,76,79,770 Equity Shares of Rs.10/- each at an issue price of Rs.110/- per share (including premium of Rs.100/- per share) constituting approx. 54.34% stake from the shareholders of ETO Motors Private Limited based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board, as detailed below:

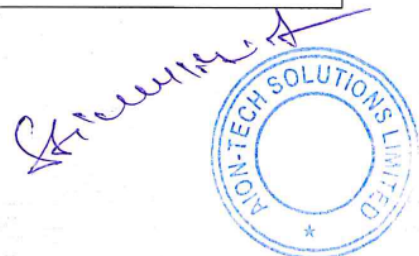
Sl. No.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction.	<p><b>Type:</b> To acquire 1,76,79,770 Equity Shares of Rs.10/- each at an issue price of Rs.110/- per share (including premium of Rs.100/- per share) constituting approx. 54.34% stake from the shareholders of ETO Motors Private Limited.</p> <p><b>Material Terms:</b> Aion-Tech Solutions Limited will allot up to 1,76,79,770 (One Crore Seventy -Six Lakhs Seventy-Nine Thousand Seven Hundred and Seventy) Equity Shares of Rs. 10/- each at an issue price of Rs.110/- per share (including premium of Rs.100/- per share) for consideration other than cash to the shareholders of ETO Motors Private Limited on swap basis in the ratio of 1:1, i.e., 1(One) equity share of Rs. 10/- each of Aion-Tech Solutions Limited for every 1 (one) equity share of Rs.10/- each held in ETO Motors Private Limited for acquisition of 1,76,79,770 Equity Shares of Rs.10/- each constituting approx., 54.34% stake in ETO Motors Private Limited, based on the Valuation Report of both the Companies obtained from the Independent Registered Valuer.</p>
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p><b>Name of the Related Party:</b> ETO Motors Private Limited.</p> <p><b>Relationship and Nature of interest:</b> M/s. Trinity Infraventures Limited, promoter of Aion-Tech Solutions Limited, is also a substantial shareholder of ETO Motors Private Limited, and other substantial shareholders who are the promoters of Trinity Infraventures Limited together, hold majority stake in ETO Motors Private Limited.</p>



		<p>The promoter of Trinity Infraventures Limited namely Mahita Prasad Caddell is the wife of Mr. Clinton Travis Caddell, the director of Aion Tech Solutions Limited and also a substantial shareholder of ETO Motors Private Limited</p> <p>Mr. Karthik Sanjay Ponnappa also is the son of Mr. Ponnappa Parthasarthy Sanjeeva who is one of the promoters of Trinity Infraventures Limited and also a shareholder of ETO Motors Private Limited</p> <p>Aion-Tech Solutions Limited is also one of the shareholders of ETO Motors Private Limited.</p> <p>Post-acquisition, ETO Motors Private Limited would become a Subsidiary of Aion-Tech Solutions Limited.</p>						
3	Tenure of the proposed transaction (particular tenure shall be specified)	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.						
4	Value of the proposed transaction	<p>To allot upto 1,76,79,770 (One Crore Seventy-Six Lakhs Seventy-Nine Thousand Seven Hundred and Seventy) Equity Shares of Rs. 10/- each at an issue price of Rs.110/- per share (including premium of Rs.100/- per share) aggregating to Rs.1,94,47,74,700 for consideration other than cash to the shareholders of ETO Motors Private Limited on swap basis for acquisition of 1,76,79,770 Equity Shares of Rs.10/- each in ETO Motors Private Limited</p> <p>Out of 1,76,79,770 (One Crore Seventy-Six Lakhs Seventy-Nine Thousand Seven Hundred and Seventy) equity shares proposed to be issued to the shareholders of ETO Motors Private Limited, 1,21,25,000 equity shares of Rs. 10/- each at an issue price of Rs.110/- per share (including premium of Rs.100/- per share) aggregating to Rs. 1,94,47,74,700 will be allotted to the following persons who are related to the promoter/s of Aion- Tech Solutions Limited:</p> <table border="1" data-bbox="718 1787 1282 1860"> <thead> <tr> <th>Sl.no</th> <th>Nam of the allottee</th> <th>Relation</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sl.no	Nam of the allottee	Relation			
Sl.no	Nam of the allottee	Relation						



		1.	Trinity Infraventures Limited	Promoter of Aion-Tech Solutions Limited and substantial shareholder of ETO Motors Private Limited
		2.	Mahita Prasad Caddell	Promoter Shareholder of Trinity Infraventures Limited, major shareholder of ETO Motors Private Limited and wife of Mr. Clinton Travis Caddell, Director of the Aion-Tech Solutions Limited.
		3.	Karthik Sanjay Ponnappa	Son of Ponnappa Parthasarthy Sanjeeva, who is the one of the Promoters of Trinity Infraventures Limited
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).	Total turnover of Aion-Tech Solutions Limited for FY 2023-24 is Rs. 93,27,60,000 and the value of the proposed transaction with the Related parties i.e., Rs. 1,94,47,74,700, which is more than 10% of the said turnover.		
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	This transaction involves acquisition of 54.34% stake in ETO Motors Private Limited of which shareholders of ETO Motors (who are related parties) would offer 1,21,25,000 equity shares constituting 37.26% of the paid up capital of ETO Motors Private Limited against which Aion-Tech Solutions Limited will allot 1,21,25,000 Equity Shares to them.		
	i) details of the source of funds in connection with the proposed transaction	Not Applicable		
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not Applicable		



	<ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity.	<p>After acquisition of 1,76,79,770 Equity Shares in ETO Motors Private Limited (already holding 4.17%), it shall become the Subsidiary of Aion-Tech Solutions Limited.</p> <p>Aion-Tech Solutions Limited, being a company with considerable resources and experience in managing high-potential businesses is well-positioned to manage ETO Motors Private Limited's mobility business more effectively and profitably, driving long-term value for both the entities which in turn increase the wealth of the stakeholders. Further, this proposal to take a controlling stake in ETO Motors aligns with its long-term strategy to build a comprehensive zero-emissions and clean energy platform. This move strengthens its position in the sustainable mobility and energy sector, accelerates innovation, and provides significant long-term value for investors, stakeholders, and the broader market.</p>
8	A copy of the valuation or other external party report, if any such report has been relied upon	The Company obtained Valuation Report from CA Maligi Madhusudhana Reddy, Independent Registered Valuer and the same is uploaded on the website of the Company under <a href="http://www.aiontech.ai">www.aiontech.ai</a>
9	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	The Turnover of the ETO Motors Private Limited is Rs. 33,80,79,000/- for the FY 2023-24.

		The proposed transaction is (575.24 % approx) of the consolidated Turnover of ETO Motors Private Limited.
10	Any other information that may be relevant.	Nil

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

**3. TO APPROVE THE OVERALL LIMITS U/S 186 FOR INVESTMENTS BY THE COMPANY IN ETO MOTORS PRIVATE LIMITED:**

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

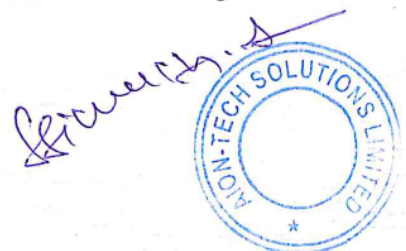
**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the 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 any Committee thereof) to acquire by way of subscription, purchase or otherwise, the securities of ETO Motors Private Limited of the value up to an aggregate amount not exceeding Rs. 500 crores, notwithstanding that the aggregate of the Investments, 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 Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary 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 the Board may in its absolute discretion, deems fit necessary or appropriate."

**4. PREFERENTIAL ISSUE UPTO 1,76,79,770 EQUITY SHARES ON SWAP BASIS FOR ACQUISITION OF EQUITY SHARES IN ETO MOTORS PRIVATE LIMITED:**

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

**"RESOLVED THAT** in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof, for the time being in force), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and in accordance with the provisions of the Securities and Exchange Board



of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of National Stock Exchange of India Limited and BSE Limited or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to **1,76,79,770 (One Crore Seventy-Six Lakhs Seventy-Nine Thousand Seven Hundred and Seventy) Equity Shares of Rs. 10/- each at an issue price of Rs. 110/- per share (including a premium of Rs.100/- per share) aggregating to not exceeding Rs. 1,94,47,74,700 (Rupees One Hundred and Ninety Four Crores Forty seven Lakhs Seventy Four Thousand and Seven Hundred Only) for consideration other than cash** towards consideration payable for acquisition of 1,76,79,770 (One Crore Seventy-Six Lakhs Seventy-Nine Thousand Seven Hundred and Seventy) Equity Shares of Rs.10/- each constituting 54.34% stake in ETO Motors Private Limited to the shareholders of ETO Motors Private Limited on swap basis in the ratio of 1:1, i.e., 1 (One) equity share of Rs. 10/- each of Aion-Tech Solutions Limited for every 1 (one) equity share of Rs.10/- each held in ETO Motors Private Limited based on the Valuation Report for both the companies obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board."

S. No.	Name of the proposed Allottee .	No. of Equity Shares to be issued
1	Mahita Prasad Caddell	72,22,663
2	Trinity Infraventures Limited	37,80,337
3	Ponnapula Karthik Sanjay	11,22,000
4	Srinivas Dammalapati	4,56,960
5	Akhila Srinivas Pagadala	2,00,000
6	Three Gem Ventures LLP	36,47,810
7	Roddam Sai Prashanth Reddy	50,000
8	Roddam Sai Praneeth Reddy	50,000
9	Narender Hooda	2,00,000
10	Sanivarapu Navya Reddy	1,50,000
11	Enspire Institute of Professional Studies LLP	1,00,000
12	Suneetha Maganti	30,000
13	Koneru Padmaja	50,000
14	Maganti Dishira	50,000
15	Raji Dinesh	50,000
16	Eshnubhaktula Venu Gopal	50,000
17	Vidhiksha Infra LLP	70,000
18	Boinpally Shravan Kumar	4,00,000
	<b>Total</b>	<b>1,76,79,770</b>





**“RESOLVED FURTHER THAT** the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018. The “relevant date” is 07.02.2025 (since 08.02.2025 is non-trading day) i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62(1)(c) of the Companies Act, 2013”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchanges.”

**“RESOLVED FURTHER THAT** the Equity Shares issued shall rank pari passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

**“RESOLVED FURTHER THAT** the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.”

**“RESOLVED FURTHER THAT** the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said new equity shares.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board  
For Aion-Tech Solutions Limited**

**Place: Hyderabad  
Date: 13.02.2025**

**Sd/-  
Srikanth Adalat  
Company Secretary and Compliance Officer**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,  
2013 AND REGULATIONS OF SEBI (LODR), REGULATIONS, 2015**

**Item No. 1:**

**Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company:**

In order to accommodate the Equity shares to be allotted on preferential basis and future requirements, the Board of Directors at their meeting held on 13.02.2025 have decided to increase the existing Authorized Share Capital from Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 80,00,00,000 /- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores) equity shares of Rs. 10/- (Rupees Ten Only) each.

The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Ordinary Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in authorized share capital.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolution.

**Item No. 2:**

**Approval for Related Party Transactions:**

Your Company proposes to enter into transaction with the entity/ persons, as mentioned in the resolution, which is falling under the definition of "related party" as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to Regulation 23(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015("SEBI LODR"), all material related party transactions shall require prior approval of the shareholders through Resolution and pursuant to Reg. 23 (1) of SEBI LODR, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, *exceeds Rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.*

The proposed Related Party Transaction with Mrs. Mahita Prasad Caddell, M/s. Trinity Infraventures Limited, Mr. Karthik Sanjay Ponnappa, constitutes more than 10% of the



consolidated turnover of the company in aggregate which exceeds the prescribed threshold limits as said above and hence requires prior approval of the Shareholders.

The Company hereby proposes to seek shareholders' approval for the said transaction by way of an Ordinary Resolution under Regulation 23 of SEBI(LODR) Listing Regulations, to enable the Company to enter into Related Party Transactions in one or more tranches.


Pursuant to Section 186 of the Companies Act, 2013 the proposed investment in / acquisition of 54.34% stake constituting 1,76,79,770 Equity Shares of Rs. 10/- each in ETO Motors Private Limited by way of swapping of 1,76,79,770 Equity Shares of Aion-Tech Solutions Limited is approved by the Audit Committee and also by the Board of Directors. The proposed investment / acquisition exceeds the limits prescribed under section 186 of the Companies Act, 2013 and Post-Acquisition, ETO Motors Private Limited will become subsidiary of the Company.

Mrs. Mahita Prasad Caddell, M/s. Trinity Infraventures Limited and Mr. Karthik Sanjay Ponnappula as explained above in the resolution are related parties to the said acquisition.

Therefore, approval from the shareholders is sought in terms Regulation 23 of SEBI (LODR) Regulations, 2015. The details of proposed transaction are explained below:

**Disclosure as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021**

Sl. No	Particulars	ETO Motors Private Limited
1	A summary of the information provided by the management of the listed entity to the audit committee;	As mentioned in the resolution
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>After acquisition of 1,76,79,770 Equity Shares in ETO Motors Private Limited, it shall become the Subsidiary of Aion-Tech Solutions Limited.</p> <p>Aion-Tech Solutions Limited, being a company with considerable resources and experience in managing high-potential businesses is well-positioned to manage ETO Motors Private Limited's mobility business more effectively and profitably, driving long-term value for both the entities which in turn increase the wealth of the stakeholders. Further, this proposal to take a controlling stake in ETO Motors aligns with its long-term strategy to build a comprehensive zero-emissions and clean energy platform. This move strengthens its position in the sustainable mobility and energy sector, accelerates innovation, and provides</p>

*[Handwritten Signature]*  


		significant long-term value for investors, stakeholders, and the broader market.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary,	No. This transaction involves acquisition of 54.34% stake in ETO Motors Private Limited of which related parties would offer 1,21,25,000 equity shares constituting 37.26% of the paid up capital of ETO Motors Private Limited against which Aion-Tech Solutions Limited will allot 1,21,25,000 Equity Shares at an issue price of Rs.110/- each.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Company obtained Valuation Report from CA. Maligi Madhusudhana Reddy, Independent Registered Valuer for both the Companies and the same is uploaded on the website of the Company under weblink <a href="https://www.aiontech.ai/stock.html">https://www.aiontech.ai/stock.html</a>
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The proposed transaction is 575.24% (approx) of the consolidated Turnover of ETO Motors Private Limited.
6	Any other information that may be relevant	Nil

Further as per Regulation 23(4) of SEBI (LODR) Regulations, 2015, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not and accordingly all the related parties to this transaction will abstain from voting for the same.

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the Notice.

Except Mr. Clinton Travis Caddell and Mr. Paul Sashikumar Lam Directors of the Company, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the above said resolution.

**Item No. 3:**

**To approve the overall limits u/s 186 for loans/ guarantees / securities / investments by the Company:**

Pursuant to Section 186 of the Companies Act, 2013, the proposed investment in / acquisition of 54.34% stake constituting 1,76,79,770 Equity Shares of Rs. 10/- each in ETO Motors Private Limited by way of swapping of 1,76,79,770 Equity Shares of Aion-Tech Solutions Limited is approved by the Audit Committee and also by the Board of Directors. The proposed investment

*S. S. S. S.*  


/ acquisition exceeds the limits prescribed under section 186 of the Companies Act, 2013 and post-Acquisition, ETO Motors Private Limited will become subsidiary of the Company.

Hence, the Board accordingly recommends the Special resolution for your approval.

Except Mr. Clinton Travis Caddell and Mr. Paul Sashikumar Lam Directors of the Company, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the above said resolution.

**Item No. 4:**

**PREFERENTIAL ISSUE UPTO 1,76,79,770 EQUITY SHARES ON SWAP BASIS FOR ACQUISITION OF EQUITY SHARES IN ETO MOTORS PRIVATE LIMITED:**

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to **1,76,79,770 equity shares of Rs. 10/- each at an issue price of Rs. 110/- per share (including a premium of Rs.100/- per share)** on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

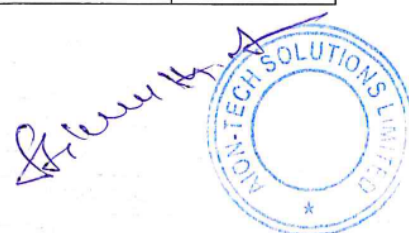
**A. Preferential allotment towards acquisition of 1,76,79,770 equity shares constituting 54.34% stake in ETO Motors Private Limited**

The Company in order to achieve inorganic growth has identified a Company, ETO Motors Private Limited whose details are furnished hereunder. For this purpose, the Company approached CA. Maligi Madhusudhana Reddy, Independent Registered Valuer, who conducted valuation of the above mentioned company and recommended swap ratio for allotment of Equity Shares by the Company to the respective shareholders of the acquiree company. The details of the company including ratios etc. are given below:

Accordingly, it is proposed to issue and allot upto 1,76,79,770 equity shares of Rs. 10/- each of Aion-Tech Solutions Limited **at an issue price of Rs. 110/- per share (including a premium of Rs.100/- per share)** aggregating to not exceeding **Rs. 1,94,47,74,700 (Rupees One Hundred and Ninety Four Crores Forty seven Lakhs Seventy Four Thousand and Seven Hundred Only)** as consideration to the shareholders of acquiree Company i.e., ETO Motors Private Limited as mentioned below:

After the proposed allotment of equity shares, ETO Motors Private Limited will become a subsidiary company of Aion-Tech Solutions Limited.

Sl. No	Name of the Target company	% acquired in Target Company	Ratio of allotment (no. of equity shares of Aion-Tech Solutions Limited to be issued for every 1 share held in Target company	No. of equity shares to be allotted
--------	----------------------------	------------------------------	---	-------------------------------------



1	ETO Motors Private Limited	54.34*	1:1 i.e., One Equity shares of Aion-Tech Solutions Limited for every one equity share held in ETO Motors Private Limited	1,76,79,770 in Aion-Tech Solutions Limited
---	----------------------------	--------	--	--

**\* AION is holding 4.17% prior to this transaction and after completion of this transaction AION holding would stand at 58.51% stake in ETO Motors Private Limited.**

**Brief profile of the ETO Motors Private Limited:**

ETO Motors Private Limited is an unlisted company, incorporated on 20.09.2018 registered in Telangana with the Registrar of Companies, Hyderabad bearing CIN U74999TG2018PTC126906, and having registered office at 9-1-83 & 84, Amarchand Sharma Complex, Sarojini Devi Road, Secunderabad – 500003, Telangana.

The paid up capital of the Company is Rs. 32,53,75,880/- divided into 3,25,37,588 equity shares of Rs. 10/- each with a business turnover of Rs. 22,46,29,000/- for the year 2023-24.

The main objects of the Company is to engage in the business of designing, developing, manufacturing, producing, assembling, selling, buying, distributing, exporting, importing re-selling, exchanging, altering, improving, assembling, dealing in marketing, procuring, sourcing and acting as buying and selling agents, commission agents, merchants, distributors, repairers, warehousemen, traders in, brokers, research and development in the area of product development, for automotive vehicles including but not limited to electric vehicles including autos, buses, omni buses, trucks, lorries, motor cars, scooters, motor scooters, engines, locomotives of every description and also of various parts, components and accessories thereof including but not limited to chassis, batteries, chargers, motors, controllers, tools, aggregates, implements, materials of all or any of the above mentioned motor vehicles used for the transport or conveyance of passengers, merchandise and goods of every description whether propelled or used by electricity, steam, oil vapour, gas, petroleum, diesel oil or any other motive or mechanical power, in India or elsewhere and to render all or any services in relation or in connection with any or all of the aforesaid activities such as but not limited to, supply chain management services, after sales support and services for such automotive vehicles.

It was felt that automobile industry is crucial for business expansion, innovation, and global competitiveness. Company would benefit from technological advancements, increasing demand, and government incentives, driving profitability and market penetration.

Investing in R&D, electric vehicles (EVs), and smart manufacturing enhances efficiency and sustainability. Strategic expansion into emerging markets, supply chain optimization, and digital transformation ensures long-term success.

With growing consumer demand, infrastructure development, and policy support, automobile companies can scale operations, boost exports, and strengthen brand presence, leading to sustained revenue growth and industry leadership.



For this purpose, the Company has obtained Valuation Report from CA. Maligi Madhusudhana Reddy, a Registered Valuer, who has conducted valuation of the above company and recommended a swap ratio for allotment of shares by the Company to the respective shareholders of the said Company.

**C. Disclosures:**

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

**(I) Objects of the preferential issue/particulars of the offer:**

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition by acquiring 1,76,79,770 (One Crore Seventy-Six lakhs Seventy-Nine Thousand Seven Hundred and seventy) Equity Shares of Rs. 10/- each at an issue price of Rs. 110/- per share (including a premium of Rs.100/- per share) constituting 54.34% stake of ETO Motors Private Limited ("Target Company") from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 4 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange, in the ratio of 1:1, i.e., 1 (One) equity share of Rs. 10/- each of Aion-Tech Solutions Limited for every 1 (one) equity share of Rs.10/- each held in ETO Motors Private Limited for acquisition of 1,76,79,770 (One Crore Seventy-Six Lakhs Seventy-Nine Thousand Seven Hundred and Seventy) Equity Shares of Rs.10/- each based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

**(ii) Maximum number of specified securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue, and allot from time to time, up to 1,76,79,770 Equity Shares of Rs. 10/- (Rupees Ten only) at an issue price of Rs. 110/- per share (including a premium of Rs.100/- per share), issued on swap basis, subject to the approval of members.

**(iii) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;**

1,21,25,000 equity shares of Aion-Tech Solutions Limited shall be issued to Mahita Prasad Caddell, M/s. Trinity Infraventures Limited, Karthik Sanjay Ponnappa, major shareholders of ETO Motors Private Limited against their shareholding of 1,21,25,000 equity shares held in ETO Motors Private Limited who have given their consent for the same on swap basis.

Except as mentioned above, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe shares proposed to be issued under the Preferential



Allotment. The above three will form a part of the promoter group of Aion –Tech Solutions Limited post allotment of equity shares as per the explanation provided in the Resolution.

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

**(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the shares are allotted on swap basis)**

Sl. No	Category	Pre Issue Holding			Post Issue Holding	
		No. of shares	% of shares	Proposed Issue Equity Shares	No. of shares	% of Shares
<b>A</b>	<b>Promoter Shareholding</b>					
1	Promoter & Promoter Group	1,86,34,698	53.89	1,21,25,000	3,07,59,698	58.86
	<b>Sub-Total (A)</b>	<b>1,86,34,698</b>	<b>53.89</b>	<b>1,21,25,000</b>	<b>3,07,59,698</b>	<b>58.86</b>
<b>B</b>	<b>Public Shareholding</b>					
1	Banks	2,900	0.01	--	2,900	0.01
2	Institutions (Foreign)	26,542	0.08	--	26,542	0.05
3	Non-Institutions			--		
(i)	Investor Education and Protection Fund (IEPF)	1,75,081	0.51	--	1,75,081	0.34
(ii)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	74,09,976	21.43	--	74,09,976	14.18
(iii)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	60,49,304	17.49	17,36,960	77,86,264	14.90
(iv)	NRIs	5,07,583	1.47	--	5,07,583	0.97
(v)	Body Corporates	17,69,972	5.12	38,17,810	55,87,782	10.69
(vi)	Clearing Members	3,910	0.01	--	3,910	0.01
(vii)	Trusts	2,100	0.01	--	2,100	Negligible





	<b>Sub-Total (B)</b>	<b>1,59,47,368</b>	<b>46.11</b>	<b>55,54,770</b>	<b>2,15,02,138</b>	<b>41.14</b>
	<b>Grand Total (A+B)</b>	<b>3,45,82,066</b>		<b>1,76,79,770</b>	<b>5,22,61,836</b>	<b>100.00</b>

**(V) Time frame within which the preferential issue shall be completed and material terms:**

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:**

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter or non – promoter pre and post preferential issue. There will be no change in control nor change in the status of the proposed allottees post the preferential issue.

Sl. No.	Identity of proposed Preferential Allottee	Pre issue holding	% of shares	equity shares propose to be allotted	No. of Shares after allotment	% of shares on allotment
<b>PROMOTER CATEGORY</b>						
1	Mahita Prasad Caddell Current status – promoter group Proposed status - promoter group	0	0.00	72,22,663	72,22,663	13.82
2	Trinity Infraventures Limited Current status – promoter Proposed status - promoter	1,85,20,417	53.55	37,80,337	2,23,00,754	42.67
3	Ponnapula Karthik Sanjay Current status – promoter group Proposed status - promoter group	0	0	11,22,000	11,22,000	2.15
<b>* PUBLIC CATEGORY (current as well as proposed status)</b>						
4	Srinivas Dammalapati	5,40,011	1.56	4,56,960	9,96,971	1.91
5	Akhila Srinivas Pagadala	0	0.00	2,00,000	2,00,000	0.38
6	Three Gem Ventures LLP	0	0.00	36,47,810	36,47,810	6.98
7	Roddam Sai Prashanth Reddy	0	0.00	50,000	50,000	0.10



8	Roddam Sai Praneeth Reddy	0	0.00	50,000	50,000	0.10
9	Narender Hooda	0	0.00	2,00,000	2,00,000	0.38
10	Sanivarapu Navya Reddy	0	0.00	1,50,000	1,50,000	0.29
11	Enspire Institute of Professional Studies LLP.	0	0.00	1,00,000	1,00,000	0.19
12	Suneetha Maganti	0	0.00	30,000	30,000	0.06
13	Koneru Padmaja	0	0.00	50,000	50,000	0.10
14	Maganti Dishira	0	0.00	50,000	50,000	0.10
15	Raji Dinesh	0	0.00	50,000	50,000	0.10
16	Eshnubhaktula Venu Gopal	0	0.00	50,000	50,000	0.10
17	Vidhiksha Infra LLP	0	0.00	70,000	70,000	0.13
18	Boinpally Shravan Kumar	0	0.00	4,00,000	4,00,000	0.77

\*The current and proposed status of all the proposed allottees from Sl. No. 4-18 as mentioned above is and would remain as public category.

Further, the ultimate beneficiaries of the following allottees are:

Sl. No	Name of the proposed Allottee	Name of the Ultimate Beneficial Owner
1.	Trinity Infraventures Limited	Mahita Prasad Caddell, Sunita Prasad Enright, Ponnappula Parthasarthy Sanjeeva
2.	Three Gem Ventures LLP	Heena Jayant Shah, Malav J Shah, Prachi Malav Shah
3.	Enspire Institute of Professional Studies LLP	Yellapragada Sai Praveen Kumar and Suresh Mandava
4.	Vidhiksha Infra LLP	Suneetha Maganti and Maganti Akshara Naga

**Change in control:** As a result of the proposed preferential allotment of equity shares, neither there will be change in the composition of the Board of Directors and nor any changes in control of the Company.

**(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its Directors nor Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.



3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees. Not applicable, since the issue and allotment of shares is for consideration other than cash.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration other than cash.

**(VIII) Practicing Company Secretary Certificate:**

Certificate from M/s. S.S Reddy and Associates, Practicing Company Secretaries confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company [www.aiontech.ai](http://www.aiontech.ai)

**(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Equity shares of the Company is infrequently traded on each Exchange but frequently traded if taken collectively on both the Exchanges. The volume of turnover is more in NSE as compared to BSE. The price is determined as higher of the price resulting from the calculation from both the methods, i.e., frequently and infrequently traded pursuant to Regulation 164 and 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 which comes to Rs. 78.11 and Rs.110/- respectively. Therefore, the higher of the two i.e., Rs. 110/- per share is considered as the issue price.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is 07.02.2025 (since 08.02.2025 is a non-trading day), which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 10.03.2025).

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 110/- (Rupees One Hundred and Ten Only) (including a premium of Rs.100/- per share) per Equity Share which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent



registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.aiontech.ai/stock.html>

**(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;**

Justification mentioned at para (IX) above.

Name of the Registered Valuer: CA. Maligi Madhusudhana Reddy

Address: M M R Lion Corp, 4th Floor, HSR Eden, Beside Cream Stone, Road No.2, Banjara Hills, Hyderabad - 500 034

**(XI) SEBI Takeover code:**

In the present case, none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to come out with open offer to the public shareholders except making certain disclosures to Stock Exchanges.

**(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited and National Stock Exchange of India Limited where the securities of the Company are listed. The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number.

**(XIII) Lock-in Period:**

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited and National Stock Exchange of India Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

**(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year, the Company has not made any preferential allotment.

**(XV) Compliances:**

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure



Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

**(XVI) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

**(XVII) Monitoring Agency:**

Since the issue does not involve any inflow of cash i.e., the total consideration being other than cash, the Company is not required to appoint Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

Except Mr. Clinton Travis Caddell and Mr. Paul Sashikumar Lam, Directors of the Company, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the above said resolution.

**By Order of the Board  
For Aion-Tech Solutions Limited**

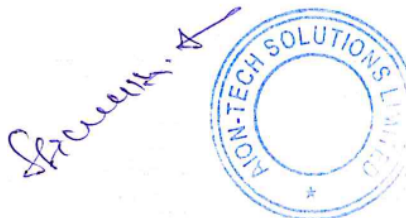
**Place: Hyderabad  
Date: 13.02.2025**

**Sd/-  
Srikanth Adalat  
Company Secretary and Compliance Officer**



**Notes:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. and 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 Circular No. 03/2022 dated 05.05.2022, Circular No. 10/2022 dated December 28, 2022 Circular SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), in relation to "Clarification on holding of Extra Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM.
2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ R&T Agent. Members may note that the Notice will also be available on the Company's website <https://www.aiontech.ai/>, website of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. <https://www.evotingindia.com/>.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. To avoid fraudulent transaction(s), the identity/ signature of the Members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
8. Pursuant to the provisions of the Act and other applicable Regulations, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their



behalf and the proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the MCA/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will also not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

9. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at corporate@aiontech.ai.
10. Recent circular requires submission of Aadhaar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhaar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhaar card/PAN details to the Company/ Registrar and Share Transfer Agents (Aarthi Consultants Pvt. Ltd).
11. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
12. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
16. The company has appointed M/s. S S Reddy and Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
17. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.



18. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
19. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

**THE INSTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

1. The voting period begins on 07.03.2025 at 9:00 A.M. and ends on 09.03.2025 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., on 03.03.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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.

**In case of Individual shareholders holding shares in demat mode:**

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 above said 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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3). Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</li> </ol>

*[Handwritten Signature]*



	and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can 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

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

- (v) 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <AION-TECH SOLUTIONS LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.



- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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](http://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](mailto: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 delink 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 favour 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 viz; [corporate@aiontech.ai](mailto:corporate@aiontech.ai) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
  - The company has appointed M/s S S Reddy & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchanges within 24 hours from the conclusion of the Meeting.



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

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**By Order of the Board  
For Aion-Tech Solutions Limited**

**Place: Hyderabad  
Date: 13.02.2025**

**Sd/-  
Srikanth Adalat  
Company Secretary and Compliance Officer**



A handwritten signature in blue ink, appearing to read 'Srikanth Adalat', written over the typed name of the Company Secretary and Compliance Officer.