



DATE: 04th Sep, 2023

To
Corporate Relationship Department
BSE LIMITED
P J Towers, Dalal Street,
Mumbai-400001

Dear Sir,

Sub: - Annual Report for the Financial Year 2022-23 as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations-2015.

Ref: Scrip code- 517429

With reference to the above cited subject, kindly note that the 31st Annual General Meeting of Athena Global Technologies Limited is scheduled to be held on Wednesday, 27th September 2023. Accordingly, please find the enclosed Annual Report for the financial year 2022-23 along with the notice pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations-2015.

The said annual report has also been uploaded on the company website.
This is for the information and necessary record

Yours truly,
For ATHENA GLOBAL TECHNOLOGIES LIMITED

DIVYA  Digitally signed
by DIVYA
AGRAWAL
Date: 2023.09.04
18:56:25 +05'30'
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DIVYA AGRAWAL
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. A48143

Athena Global Technologies Limited.

CIN: L74140TG1992PLC014182

Regd. Off: NCC Building, 3rd Floor, Western Wing, Madhapur, Hyderabad-500081.INDIA

Ph + (91) 40 23119633 Fax + (91) 40 23119614 www.athenaglobaltechnologies.com

E-mail: info@athenaglobaltechnologies.com

31st
ANNUAL
REPORT
2022-23



ATHENA GLOBAL TECHNOLOGIES LIMITED

31st ANNUAL GENERAL MEETING
Wednesday 27th Day of September, 2023
AT 9.30 AM,
At Hotel Inner Circle, Raj Bhavan Road,
Somajiguda, Hyderabad-500082.

Contents	Page No.
1. Corporate Information	04
2. Notice	05
3. Directors Report	14
4. Annexure to Director's Report	21
5. Report on Corporate Governance	28
6. Auditor's Report	63
7. Balance Sheet	74
8. Statement of Profit & Loss	75
9. Cash Flow Statement	76
10. Notes to Financial Statements	79
Consolidated Financial Statements	
11. Auditor's Report	107
12. Consolidated Balance Sheet	115
13. Consolidated Profit & Loss	116
14. Consolidated Cash Flow Statement	117
15. Notes to Financial Statements	120
16. Attendance Slip	151
17. Proxy Slip	153
18. Route Map	155

CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. M.SATYENDRA	:	CHAIRMAN AND MANAGING DIRECTOR
MRS. M. SUNITHA	:	WOMAN DIRECTOR
MR. AVINASH VASHISTHA	:	DIRECTOR
MR. RAMESH BABU NEMANI	:	INDEPENDENT DIRECTOR
MR. NUKALA ASHWANTH	:	INDEPENDENT DIRECTOR
MR. MADDI VENKATA SUDARSAN	:	ADDITIONAL DIRECTOR (w.e.f. 02.08.2023)
Mr. JULAKANTI VENKATA RAMAKRISHNA	:	CHIEF FINANCIAL OFFICER (CFO)
Ms. DIVYA AGRAWAL	:	COMPANY SECRETARY & COMPLIANCE OFFICER

REGISTERED OFFICE:

3rd Floor Western Wing, NCC House
Survey No-64, Madhapur,
Hyderabad, Telangana -500081
CIN: L74140TG1992PLC014182
Web: www.athenagt.com

SECRETARIAL CONSULTANTS

M/s. P.S. Rao & Associates
Company Secretaries,
6-3-347-22/2, Flat-10, 4th Floor,
Iswarya Nilayam, Dwarakapuri Colony
Opp: Saibaba Temple, Punjagutta,
Hyderabad, Telangana - 500082

INTERNAL AUDITOR

M/s. Sarda & Agarwal
Chartered Accountants

STATUTORY AUDITORS

Ramanatham & Rao
Chartered Accountants
P.B.No.2102,FLAT#302,
Kala Mansion, Sarojini Devi Road,
Secunderabad-500003.

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
Flat No. 306, Right Wing, 3rd Floor
Amrutha Ville Apt.,
Opp.Yashodha Hospital,
Raj Bhavan Road, Somajiguda
Hyderabad – 500082

LISTED AT:

BSE Limited

BOARD COMMITTEES		
AUDIT COMMITTEE	NOMINATION AND REMUNERATION COMMITTEE	STAKEHOLDER RELATIONSHIP COMMITTEE
Mr. Ramesh Babu Nemani (Chairman)	Mr. Ramesh Babu Nemani (Chairman)	Mr. Ramesh Babu Nemani (Chairman)
Mr. Nukala Ashwanth	Mr. Nukala Ashwanth	Mr. Nukala Ashwanth
Mr. Avinash Vashistha	Mr. Avinash Vashistha	Mr. Avinash Vashistha

NOTICE

Notice is hereby given that the **31st Annual General Meeting** of the members of the company will be held on **Wednesday, 27th September, 2023** at 9.30 A.M. at Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad-500082, to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Standalone and Consolidated Financial Statements for the Financial year ended 31.03.2023 and the report of the Board of Directors and the Auditor's report thereon.
- 2) To appoint a director in place of Mr. Satyendra Manchala (DIN: 01843557), who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. MADDI VENKATA SUDARSAN AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions, if any, of the Act, Mr. Maddi Venkata Sudarsan, who was appointed as Additional Director by the Board with effect from 02nd August, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Maddi Venkata Sudarsan for the office of Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation."

4. APPOINTMENT OF MR. MADDI VENKATA SUDARSAN (DIN- 00988521) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. Maddi Venkata Sudarsan (DIN -00988521) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors as per section 161 (1) of the Act, at their meeting held on 02nd August, 2023 and who holds office only upto the date of the ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and the Company hereby approves the appointment of Mr. Maddi Venkata Sudarsan as Non-Executive Independent Director for a term of 2 (Two) consecutive years with effect from 02nd August, 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act of proposing the candidature of Mr. Maddi Venkata Sudarsan for the office of Director, be and is hereby appointed as an independent Director of the Company, whose office shall not be liable to retire by rotation.

FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-

M. SATYENDRA

Chairman & Managing Director
DIN:01843557

Place: Hyderabad
Date : 29.08.2023

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
4. The Register of the members and share transfer books of the Company will close from Thursday 21st September, 2023 To Wednesday 27th September, 2023 (both days inclusive) for the purpose of 31st Annual General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / STA.
6. Pursuant to the requirement of SEBI (Listing Obligations and Disclosures Requirement) Regulation), 2015 the Company declares that, the equity shares of the Company are listed on the Stock Exchange at BSE.
7. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication.
8. In case of joint holders attending the AGM, the members 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.
9. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name/sequence of names.
10. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
11. The facility for voting through poll shall be made available at the meeting and the members attending the meeting who have not already cast their vote electronically through e-voting shall be able to exercise their voting right at the Meeting.
12. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. Members desirous of obtaining any information on the Annual Accounts of the company are requested to write to the company at least 7 working days before the date of the meeting to enable the company for the compilation of the required information.
14. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
15. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting and copy of Annual Report with them to attend the Meeting. Members are requested to come to the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes from the scheduled time of the commencement of the meeting. The Proxy Form and the Attendance slip are enclosed with this notice.
16. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
17. The annual report for the financial year 2022-23 is being sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e., www.athenagt.com. The Notice of the Company can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository

participant. The members will be entitled to a physical copy of the annual report for the financial year 2022-23, free of cost, upon sending a request to the Compliance officer at 3rd floor, Western Wing, NCC House, Sy No. 64, Madhapur, Hyderabad-Telanfana-500081.

Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2), with respect to director seeking appointment/re-appointment at the AGM, a brief profile of the Directors proposed to be appointed, re-appointed, is annexed to this notice.

18. Voting through electronic means

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service (India) Limited (CDSL):
- b. Commencement of e - voting: From 10.00 A.M. on Sunday 24th September, 2023 to 05.00 P.M. on Tuesday 26th September, 2023.
- c. E-voting shall not be allowed beyond 05.00 P.M. on Tuesday 26th September, 2023. During the e-voting period, shareholders of the Company, holding shares either in physical or demat form may cast their vote electronically.
- d. The login ID and password for e-voting along with process, manner and instructions for e-voting is being attached at the end of the Annual Report.
- e. The Company has appointed Mr. Jineshwar Kumar Sankhala, (M/s. P S Rao & Associates), Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

INTRUCTIONS TO SHAREHOLDERS FOR 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) The voting period begins on Sunday 24th September, 2023 and ends on Tuesday 26th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 20th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

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

- (iv) 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 and joining virtual meetings **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	<ol style="list-style-type: none"> 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 & voting during the meeting. Additionally, there are 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.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.nsd.com. Select "Register Online for IDEAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 1800225533.
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.: 1800 1020 990 and 1800 22 44 30

Step 2: 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 e-Voting and joining virtual meetings 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 10digit 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.

- (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 <Company Name> 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) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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: 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

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, MarathonFuturex, Mafatal 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. 1800225533.

B. In case of members receiving the physical copy of notice of 31st Annual General Meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories):

- i. Please follow all the steps from S.No. (i) to S.No. (xvii) to cast vote.

C. General Instructions:

- (i) Members can opt for only one mode of voting, i.e., either by venue voting or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through venue voting will be treated as invalid.
- (ii) Members who do not have access to e-voting facility have been additionally provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary at the Registered Office of the Company so as to reach on or before the conclusion of the 31st Annual General Meeting or can carry the same to the AGM and deposit in the Ballot Box during the Meeting.
- (iii) The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- (iv) The member who cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (v) The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through remote e-voting will, within two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.athenagt.com and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two working days of the AGM.
15. The members of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 20th day of September 2023, being the cut off date, may cast their vote (for or against) electronically.
16. The Route Map of the venue of AGM is given at the last page of Annual Report.

FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED

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

Place: Hyderabad
Date : 29.08.2023

Explanatory statement pursuant to section 102(1) of the Companies Act, 2013:

Item No. 3 & 4

Mr. Maddi Venkata Sudarsan who was appointed as an Additional Director of the company w.e.f. 02nd August, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the company and is eligible for appointment in terms of Section 160 of the Companies Act, 2013, the company has received a notice in writing along with a deposit of requisite amount from a Member signifying his intention to propose the candidature for the office of Director.

He is MBA in Management. He is having more than 3 decades of experience in Manufacturing, Banking, Real Estate and Hospitality.

Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Mr. Maddi Venkata Sudarsan and under SEBI (LODR) Regulation. He possesses appropriate skills, experience and knowledge, inter alia, in the field of Manufacturing, Banking, Real Estate and Hospitality that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to two consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years. In view of the above provisions, the proposal for the appointment of Mr. Maddi Venkata Sudarsan as Independent Director, not liable to retire by rotation, for a period of two years has been put up for the approval of shareholders. Accordingly, your Directors recommend the Resolution for the approval of the shareholders appointing Mr. Maddi Venkata Sudarsan as an Independent Director of the company, not liable to retire by rotation, for a period of two year.

Save and except Mr. Maddi Venkata Sudarsan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary & Special Resolution set out at Item No. 3 & 4 of the Notice for approval by the shareholders.

Details of Director retiring by rotation / seeking re-appointment at the meeting.

Name of the Director	Mr. Satyendra Manchala	Mr. Maddi Venkata Sudarsan
Date of first appointment	06/05/1992	02/08/2023
Date of birth/age	08/10/1966	30/08/1967
Expertise in specific functional areas	Management	Management
Educational qualification	MBA	MBA
Chairman/member of the committees of board of Directors of the company	NIL	NIL
List of Directorships (excluding private limited), Committee Chairmanship, Membership held in other companies as on date	NIL	1. Vasavi Foundation For Empowerment 2. East Coast Food Products Ltd
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Rs. 5,00,000 Per Month	NIL
Shareholding in the Company as on 31.03.2023	52.25%	NIL
Relationship between Directors inter-se/ Manager and KMPs	Spouse of Mrs. M.Sunitha	No Relation
Number of Meetings of the Board attended during the year	10/10	NA

FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-

M. SATYENDRA

Chairman & Managing Director

DIN:01843557

Place: Hyderabad
Date : 29.08.2023

DIRECTOR'S REPORT

To,
The Members,

Your Directors are pleased to present the 31st Annual Report of your company together with the Audited Balance Sheet and Statement of Profit and Loss of the company for the financial year ended 31.03.2023.

1. FINANCIAL HIGHLIGHTS:

Financial results for the year under review and as well as previous year are as follows.

(Rupees in Lakhs)

Particulars	Standalone		Consolidated
	Year Ended 31.3.2023	Year Ended 31.3.2022	Year Ended 31.3.2023
Revenue from Operations	979.68	1782.86	1201.54
Other income	174.98	920.19	58.25
Total Income	1154.67	2703.05	1259.79
Total Expenditure	2110.91	2606.96	3524.90
Profit Before Tax (PBT)	(956.25)	96.09	(2265.11)
Exceptional item	-	-	-
Tax Expense:			
a. current Tax	-	18.30	-
b. Deferred Tax	(66.10)	(54.75)	(62.59)
Profit After Tax (PAT)	(890.15)	132.54	(2202.52)

2. STATE OF COMPANY'S AFFAIR:

During the financial year under review, your Company has achieved total income of Rs. 1154.67 lakhs as against the previous year income of Rs. 2703.05 lakhs and recorded net loss of Rs. (890.15) lakhs for financial year 2022-2023 when compared to a net profit of Rs. 132.54 lakhs during the previous year.

3. DIVIDEND:

Due to inadequacy of profit, the directors of your Company do not recommend any dividend for the financial year 2022-2023.

4. TRANSFER TO RESERVES:

The Company did not transfer any amount to the Reserves for the Financial Year ended March 31, 2023.

5. SHARE CAPITAL:

The Company has issued and allotted 6,30,000 Share Warrants of Rs. 10/- at a price of Rs. 68/- (including premium of Rs. 58/-) to Mr. M Satyendra, which were converted into equal number of Equity Shares on 06.01.2023. As a result of which the issue, subscribed and paid up capital of the Company has been increased from Rs.12,75,00,000/- to Rs. 13,38,00,000/-. The Authorised share capital increased from Rs. 14,00,00,000/- to 15,00,00,000/-.

6. CHANGE IN THE NATURE OF THE BUSINESS :

During the Financial year under Review there is no change in the nature of the Business.

7. FIXED DEPOSITS:

The Company has neither accepted nor renewed any deposits falling within the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 from its member and public during the Financial Year.

8. MEETINGS:

During the year under review, ten board meetings were held. The maximum time gap between any two consecutive meetings was within the period prescribed under Companies Act, 2013. The details of which are as follows.

S. No	Dates of Board Meeting
1	24.05.2022
2	06.07.2022
3	13.08.2022
4	19.08.2022
5	01.09.2022
6	14.11.2022
7	20.12.2022
8	06.01.2023
9	08.02.2023
10	14.03.2023

9. SUBSIDIARIES

The Company have following Subsidiaries:

- a. Medley Medical Solutions Private Limited
- b. Tutoroot Technologies private Limited
- c. Athena Global technologies (UK)
- d. Athena Global Technologies, Inc.

The Statement containing the salient feature of the financial statement of subsidiaries as per sub-section (3) of Section 129 of the Companies Act, 2013 in Form AOC-1 is herewith annexed as '**Annexure I**' to this report.

10. BOARD EVALUATION

The Board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, held on 08.02.2023 performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. M Satyendra (DIN: 01843557) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Rajesh Katragadda (DIN: 02727491), ceased to be the Independent Director of the Company with effect from September 30, 2022 due to retirement.

The term of Mr. M Satyendra (DIN: 01843557), Managing Director expired with effect May 14, 2023. The Board on the recommendation of the Nomination and Remuneration Committee in its meeting held on March 14, 2023 and pursuant to the approval of the shareholders through postal ballot and remote electronic voting dated April 19, 2023, approved the re-appointment Mr. M Satyendra (DIN: 01843557), Managing Director for a period of three years from May 14, 2023 till May 13, 2026.

Mr. Prudvi Raju Manthena (Independent Director) demise on 06.05.2023, All the directors and employees of the Company conveyed deep sympathy, sorrow and condolences to his family.

Mr. Maddi Venkata Sudarsan has appointed as an Additional Director of the Company in the capacity of Independent Director on 02.08.2023.

For Directors seeking appointment/re-appointment in the forth coming Annual General Meeting of the Company; the particulars as required to be disclosed in accordance with Regulations 17 to 27 and para C, D & E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) 2015, forms part of Corporate Governance Report.

12. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have submitted their declaration of independence, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise and hold highest standards of integrity.

13. COMPOSITION OF BOARD COMMITTEES

We have in place all the Committees of the Board which are required to be constituted under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this Annual Report The Composition of various Committees of the Board is hereunder:

Audit Committee	
Mr. Ramesh Babu Nemani	Chairman
Mr. Nukala Ashwanth	Member
Mr. Avinash Vashistha (w.e.f. 08.05.2023)	Member
Mr. Prudvi Raju Manthena (till 06.05.2023)	Member
Nomination and Remuneration Committee	
Mr. Ramesh Babu Nemani	Chairman
Mr. Nukala Ashwanth	Member
Mr. Avinash Vashistha (w.e.f. 08.05.2023)	Member
Mr. Prudvi Raju Manthena (till 06.05.2023)	Member
Stakeholders Relationship Committee	
Mr. Ramesh Babu Nemani	Chairman
Mr. Nukala Ashwanth	Member
Mr. Avinash Vashistha (w.e.f. 08.05.2023)	Member
Mr. Prudvi Raju Manthena (till 06.05.2023)	Member

14. POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION, ETC.,

The following policies are attached herewith as part of Corporate Governance as mentioned in "Annexure-IV".

1. Policy for selection of Directors and determining Directors Independence; and evaluation mechanism.
2. Remuneration Policy for Directors, Key managerial Personnel and other employees.

15. POLICY ON SEXUAL HARASSMENT:

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended 31st March, 2023, the Company has not received any Complaints pertaining to Sexual Harassment.

16. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

17. STATUTORY AUDITORS AND AUDITORS REPORT:

M/s. Ramanatham & Rao, Chartered Accountants, Hyderabad, were appointed as statutory auditors of the company for a period of five years in the Annual General Meeting held on 30th September, 2022. They have confirmed that they are not disqualified to continue as auditors of the Company.

The standalone and the consolidated financial statements of your Company have been prepared in accordance with Ind AS notified under Section 133 of the Act. The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers.-

The Statutory Auditors were present in the last AGM held on 30th September, 2022.

18. INTERNAL AUDITORS:

The Board of Directors based on the recommendation of the Audit Committee has appointed M/s Sarda & Agarwal., Chartered Accountants, Hyderabad, as the Internal Auditors of your Company on 30th May, 2023. The Internal Auditors are submitting their Reports on quarterly basis pursuant to the provisions of section 138 and rule 13 of companies (Accounts) rules, 2014.

19. COST RECORDS AND COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

20 FRAUD REPORTING

During the Financial Year under review the Statutory Auditors of the Company have not reported any incident of fraud to the Board of Directors of the Company

21. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(3) (c) of the Companies Act, 2013, and on the basis of secretarial audit received from the practicing company secretary and subject to disclosures in the Annual Accounts, as also on the basis of the discussion with the Statutory Auditors of the Company from time to time, and to the best of their knowledge and information furnished, the Board of Directors states:

- i. That in preparation of the Annual Accounts for the year ended 31st March, 2023; all the applicable Accounting Standards Prescribed by the Institute of Chartered Accountants of India have been followed along with proper explanation relating to material departures, if any.
- ii. That the Directors have adopted such accounting policies, as selected in consultation with Statutory Auditors, and applied

them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year ended 31st March, 2023.

- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Annual Accounts for the year ended 31st March, 2023, have been prepared on a going concern basis.
- v. Those proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

22. RISK MANAGEMENT

Pursuant to the provisions of section 134 (3) (n) and read with all other applicable provisions of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per SEBI (LODR) Regulations, 2015 the Risk management is not applicable to the Company.

23. VIGIL MECHANISM:

Pursuant to the provisions of section 177 (9) and read with all other applicable provisions of the Companies Act, 2013 and the Companies (meetings of board and its powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company has framed a Whistle Blower Policy to deal with instance of fraud and mismanagement, if any in the group. The details of the Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

24. CORPORATE SOCIAL RESPONSIBILITY

The provisions of section 135 (1) and read with all other applicable provisions of the Companies Act, 2013 and the Companies (Corporate social responsibility policy) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), corporate social responsibility are not applicable to the Company.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are given in the notes to the Financial Statements..

26. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred during the financial year of the Company to which the financial statements relate.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

- a. Your company has taken adequate internal control procedures by which the cost of electricity shall be identified with project and the company will provide an incentive for the concerned department which consumes optimum power.
No additional investments for reduction of Energy consumption were taken up during the year under review.

- b. Technology absorption: Not Applicable

Foreign Exchange Earnings & Outgo:	2022-23 (Rs. in Lakhs)	2021-22 (Rs. in Lakhs)
Foreign Exchange Earnings	687.23	1010.16
Foreign Exchange Outgo	272.68	94.49

28. RELATED PARTY TRANSACTIONS:

Related Party Transactions entered into during the financial year under review are disclosed in Notes forming part of standalone financials under the head Related Party Disclosures (AS - 18). These transactions were at an arm's length basis and in the ordinary course of business.

During the year under review, transactions were conducted by the Company pursuant to the Agreements entered into with its Related Parties during previous years; the same were on an arm's length basis and in the ordinary course of business. There were no materially significant Related Party Transactions with the Company's promoters, directors, management or their relatives which could have had a potential conflict with the interests of the Company. Form AOC-2, containing a note on the aforesaid Related Party Transactions is enclosed herewith as **Annexure – II** to this report.

The policy on Related Party Transactions, as approved by the Board may be accessed on the Company's website <https://www.athenagt.com/investor>.

29. MANAGEMENT DISCUSSION AND ANALYSIS:

Aspects of Management Discussion and Analysis are enclosed as **Annexure –III** to this report.

30. CORPORATE GOVERNANCE:

The Company has been making every endeavor to bring more transparency in the conduct of its business. As per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a compliance report on Corporate Governance for the year 2022-2023 and a Certificate from the Secretarial Auditors of the Company are furnished, which is enclosed as **Annexure – IV** to this Report.

31. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules framed there under, the Board of Directors, on recommendation of the Audit Committee, appointed M/s P S Rao and Associates, Practicing Company Secretaries to undertake the secretarial audit of the Company. The secretarial audit report issued by M/s P S Rao and Associates, Practicing Company Secretaries for the financial year ending 31st March, 2023 is given in the FORM NO: MR - 3 as **Annexure V** attached hereto and forms part of this Report. There are no qualifications, reservations or adverse remarks made by the secretarial auditor and the observation made is self-explanatory and requires no further explanation from the Board.

In accordance with the provisions of Regulation 24A of the Listing Regulations, Secretarial Audit of material unlisted Indian subsidiaries of the Company namely, Medley Medical solutions Private Limited and Tutoroot Technologies Private limited were undertaken by P S Rao & Associates, Practicing Company Secretaries, Hyderabad and the Secretarial Audit Reports issued by them to the Board of Medley and Tutoroot are provided as '**Annexure –V(A) V(B)**' to this Report. The Secretarial Audit Reports for this material unlisted Indian subsidiaries do not contain any qualification, reservation or adverse remark.

32. EXTRACT OF ANNUAL RETURN

In accordance with Section 134 (3) (a) of the Companies Act, 2013, a copy of Annual Return in the prescribed format i.e. Form MGT-7 is placed on the website of the Company and may be accessed at Link:www.athenagt.com

33. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is herewith annexed as '**Annexure VI**' to this report and Rule 5 (2) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, No employee of your company is in receipt of remuneration exceeding Rs.8,50,000 per month or Rs. 1,20,00,000 per annum during the Financial Year 2022-2023.

34. LISTING FEE:

Your Company's shares are presently listed and traded on the BSE Limited; Your Company is regular in paying the listing fee to the BSE Limited.

35. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

No application was made or any proceedings pending under the IBC, 2016 during the year ended on 31st March, 2023.

36. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

Not Applicable

37. ACKNOWLEDGEMENTS:

Your Directors place on record, their appreciation for the co-operation and support from The Bankers, Financial Institutions, the stockiest and distributors, Supplier and Customers.

Your Directors would also like to place on record their sincere appreciation and gratitude to the Shareholders, Central and State Government agencies etc for their Support and co-operation. Your Directors express their heartfelt gratitude to the Employees for their exceptional commitment and loyalty to the Company.

38. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on Board Meetings SS-I), General Meetings (SS-II).

39. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

By Order of the board
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-
M. Satyendra
Chairman & Managing Director
(DIN: 01843557)

Sd/-
M.Sunitha
Director
(DIN:06741426)

Place: Hyderabad
Date : 29.08.2023

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiary company as on 31.03.2023.

Part "A": Subsidiaries

(Amount in Lakhs)

Name of the Subsidiary Company	Medley Medical Solutions Private Limited	Tutoroot Technologies Private Limited
Reporting Period for the Subsidiary concerned, if different from the holding company's reporting period	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023
Reporting Currency	INR	INR
Exchange Rate	NIL	NIL
Capital	1366.93	448.66
Reserves	(143.66)	-4.80
Total assets	2075.41	1458.31
Total Liabilities	852.14	1489.41
Turnover	64.68	14.53
Profit/Loss before taxation	(364.45)	488.37
Provision for taxation	NIL	NIL
Proposed Dividend	NIL	NIL
No of shares	13669289	4486570
Investment	2	NIL

- Names of subsidiaries which are yet to commence operations- **ATHENA GLOBAL TECHNOLOGIES, INC. & ATHENA GLOBAL TECHNOLOGIES LIMITED (UK)**
- Names of subsidiaries which have been liquidated or sold during the year- **NIL**

Part "B": Associates and Joint Ventures: NA

For and on behalf of the Board

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

Sd/-
M.Sunitha
Director
(DIN:06741426)

Place: Hyderabad
Date : 29.08.2023

**Form No. AOC-2
DETAILS OF RELATED PARTY TRANSACTIONS**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

The company has not entered into any contract or arrangement or transaction which is not at arm's length basis during the year under review.

2. Details of material contracts or arrangement or transactions at arm's length basis:

The following are the details of the transaction.

Names of the related parties	Nature of relationship
A. Key Management Personnel	
i) M. Satyendra	Chairman & Managing Director
ii) Divya Agrawal	Company Secretary & Compliance officer
iii) Julakanti Venkata Ramakrishna	CFO
B. Directors	
i) M Sunitha	Director
ii) Nukala Ashwanth	Independent Director
iii) Ramesh Babu Nemani	Independent Director
C. Medley Medical Solutions Private Limited	Subsidiary Company
D. Tutoroot Technologies Private Limited	Wholly owned Subsidiary Company
E. MedleyMed Healthcare Solutions Pvt Ltd	Subsidiary of Subsidiary Company
F. MedleyMed Logistics Pvt Ltd	Subsidiary of Subsidiary Company
G. Vishwashree Enterprises Private Limited	Associate Enterprise in which Directors have Substantial Interest

Transaction with Related Parties

(Amount in Lakhs)

Particulars	Nature of relationship	from 01st April, 2022 to 31st March, 2023
M. Satyendra	Remuneration	48
M. Satyendra	Loans Received	229.71
M. Satyendra	Loans Repaid	236.41
M. Sunitha	Loans Received	24.41
M. Sunitha	Loans Repaid	68.25
Vishwashree Enterprises Private Limited	Loans Received	118.20
Vishwashree Enterprises Private Limited	Loans Repaid	144.20
Medley Medical Solutions Private Limited	Loans given	1072.83
Medley Medical Solutions Private Limited	Loans Repaid	21.78
Tutoroot Technologies Private Limited	Loans given	867.77
Tutoroot Technologies Private Limited	Loans Repaid	137.21
Medley Medical Solutions Private Limited	Interest on Loan	72.69
Tutoroot Technologies Private Limited	Interest on Loan	47.31
Vishwashree Enterprises Private Limited	Interest on loan	2.15
J V Ramakrishna	Remuneration	10.64
Divya Agrawal	Remuneration	7.66

By Order of the board
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-
M. Satyendra
Chairman & Managing Director
(DIN: 01843557)

Sd/-
M.Sunitha
Director
(DIN:06741426)

Place: Hyderabad
Date : 29.08.2023

MANAGEMENT DISCUSSION AND ANALYSIS

AN OVERVIEW

Your Company is a global provider of Software Application Development, Digital Transformation and QA & testing and services to enterprises.

Our AI services encompass everything from tailored and real-time customer interactions to dedicated processes, followed by less to no errors, virtual predictive and diagnostic applications. We exploit blockchain's 'Internet of Value' to deliver a more sustainable and secure digital foundation for your business. Our data scientists facilitate frictionless and rapid call to actions to design models that can bring “art of the possible” solutioning to your business. We leverage IoT-based solutions and services to dramatically enhance your engagement with customers. With the help of data analytics and digital connectivity, we design actionable intelligence to fuel higher levels of efficiency, innovation and new business models. Right from robotic process automation to building chatbots, we offer a varied range of business process automation solutions powered by cognitive technologies. We build Chatbots and Voicebots that will help consumers find solutions irrespective of device, time, and location. Boost your business grade with our enhanced application development services. We help you build future-proof products with our powerful product engineering capabilities. We are the custodian of your production environment. We ensure frictionless business processing and will not let any bugs get through.

INDUSTRY OVERVIEW

Global GDP in FY 2023 was affected by the Russia-Ukraine war and resultant dislocations in supply chains, leading to surging food and energy inflation. Central banks raised interest rates sharply in response. As a result, the global GDP is estimated to have grown at a more subdued 3.4% in 2022, versus 5.9% in the prior year.

Global technology spending on Enterprise software and IT services crossed the \$2 trillion mark in 2022, growing 5.5% YoY. IT services grew 3.5% YoY, to \$1,250 billion. This growth was led by accelerated cloud adoption, preference for external expertise due to severe talent scarcity, and expanding scope of digital transformation to cover more back-office operational areas. The global IT services industry continues to be a highly fragmented one, with even the largest provider having a mid-single digit market share.

ECONOMIC OVERVIEW

The Indian economy remained remarkably resilient to global challenges in F.Y. 2022-23. This is evident by robust domestic demand and upbeat investment activity. Sectoral analysis reveals that growth was driven by robust construction activity aided by increased infrastructure investment both by the Central Government and State Governments, which paved the way for large-scale employment opportunities. Building on the gains of first half of the fiscal year, the second half continued to see a gradual upswing in demand and economic activity. While post-covid, private investment recovery is still at a nascent stage, there are early signals, which indicate that India is poised for a stronger investment upcycle in services sectors.

BUSINESS OUTLOOK

Global growth is projected to moderate from 3.4 percent in 2022 to 2.8 percent in 2023, weighed down by central banks raising interest rates to fight inflation, and Russia's war in Ukraine. In major economies, the heightened risk of a recession – made worse by a banking crisis - has led to uncertainty in enterprise decision-making, affecting spending on capex and certain discretionary programs.

Despite this, spending on IT services has been resilient so far. Cloud migration programs are continuing apace, and clients continue to launch new G&T projects. The higher level of uncertainty in the business environment has made clients more receptive to proactive proposals around IT and business operating model transformations that can not only deliver significant efficiencies but also help them become more agile and resilient.

INDUSTRY STRUCTURE AND DEVELOPMENT:

IT SECTOR:

Global IT service providers are equipped to support Enterprises across various industries to overcome the current challenges, with a wide range of offerings in software development, digital transformation, IT business solutions and consulting, research and development, technology infrastructure and business process services.

The IT services industry is expected to accelerate and drive decisions in fiscal year 2024 based on investments made by clients in cost

optimization, operational excellence, digital transformation, vendor consolidation, productivity improvement, customer experience programs, innovation in products and services, talent management, future of workplace and workforce, and environmental, social, and governance initiatives.

According to the Strategic Review 2023 published by NASSCOM (“NASSCOM Report”), revenue for the Indian IT services' sector is expected to witness growth of 8.3% year-on-year in fiscal year 2023, led by IT modernization including application modernization, cloud migration and platformization. Digital revenues are estimated to account for 32%-34% of total industry revenue, growing at 16% annually in fiscal year 2023. IT services contracts will include a significant digital component, led by digital transformation, cloudification, platform engineering, AI, building software-as-a-service (“SaaS”) enabled products and associated consulting services.

According to the NASSCOM Report, next-generation technologies, such as sensor technology, smart robots, autonomous driving, computer vision, deep learning, autonomous analytics, AR/VR, sustainability technology, edge computing, distributed ledger, spacetech and 5G/6G are expected to witness twice the average growth in fiscal year 2023.

REAL ESTATE SECTOR:

Real estate sector is one of the most globally recognized sectors. It comprises of four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

It is also expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

As per International Monetary Fund's World Economic Outlook report, India continue to remain the fastest growing major economy of the world. The global economy is projected to grow 6.1 per cent in 2023 and 6.3 per cent in 2023.

ATHENA GLOBAL TECHNOLOGIES LIMITED focuses on IT core activities i.e., enterprise information management, enterprise integration services, Data Ware housing services. We leverage expertise in Artificial Intelligence, Bloch chain, Data Science, Internet of things, RPA, Chatbots and voicebots, Application development, Product Engineering, QA & Testing and other allied services to its Clients. Its clients include organizations from various sectors of the economy such as financial, healthcare, oil, and pharmaceuticals, retail, business services, education, IT and government.

As per the economic survey 2022-2023, Start-ups in India have grown remarkably over the last six years. The number of new recognised start-ups has increased to over 84,000 in 2021-22 from only 733 in 2016-17. As a result, India has become the third largest start-up ecosystem in the World after China and US.

By considering the above stats, the growths that Indian start-ups delivering are remarkable. We can say that the operations of our wholly owned subsidiary named as Tutoroot Technologies Private Limited which is a start-up of our listed entity is considered as one of the oppurinities for the consolidated growth which in turn results to improve the consolidated income and improve segment wise revenue at the end. And as the Government of India has also providing various incentives and schemes to the star t-ups which are helpful for the betterment of the start-ups.

Athena Global has also a material subsidiary named as Medley Medical Solutions Private Limited (Medley) which operates its business in a unique way. Medley's primary objective is providing health related services which majorly includes development and promotion of telemedicine and distant medical facilities in remote areas and to provide communication amongst medical community by dissemination of specialized knowledge through a technologically advanced network and to develop various means of integration of technological advancement in various data transmission fields with various modes of medical facilities electronically.

Tutoroot's Primary objective is to carry on the business of imparting training, education in the field of online and digital and all types of school, university or any recognized institute courses, the business of both formal and informal education. to train students in both India and abroad for various educational programs including training for all competitive examinations

In today's fast growing economy, services based on internet has emerged as major oppurinity for many companies. Medley which works for various health care activities are completely online which can be considered as one of the major oppurinity for the growth of our company at the end.

RISK MANAGEMENT

Athena's Board of Directors and executive management promote a risk-aware and risk free environment to protect the stakeholders of the company and ensure timely and quality delivery of projects/services to our client. Your executive management ensures transparency.

As the risks posed by the Covid continued to change and evolve, which resulted most of the techies to adopt work from home. Your management took various steps in reshaping options for returning to the workplace. Your management provided flexible options

SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:

Revenue is recognized, when the company satisfies a performance obligation by transferring a promised good or service to its customers. The company considers the terms of the contract and its customary business practices to determine the transaction price.

Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

The Segment wise performance of the Company is reported as follows:

IT Segment & SEZ

Instability and uneven growth in the global economy have had an adverse impact on the growth of the IT industry and may continue to impact it in the future. The Russia-Ukraine conflict has caused global and domestic economic implications. Consequently rising in the energy prices, corrections in the stock market, fluctuating currencies are impacting economies worldwide.

The Company's IT Segment has performed well during the year and has reported a growth of 21.7% from previous year. The Growth was a result of transferring a promised good or service to its customers which in the end also resulted in customer satisfaction.

The property of the Company situated at Manikonda is being developed by M/s. Phoenix Techzone Private Limited, the Developer, (formerly known as Phoenix Embassy Techzone Private Limited), for the setting up of an IT Facility pursuant to the terms of the Joint Development Agreement entered into by the Company with the Developer.

The property of the Company situated at Manikonda (financial District) has received the final approval of "Completion of Project" on the Land Admeasuring 5 Acs at Sy No. 203 Part of Manikonda Jagir, Rajendra Nagar Mandal R R district-Development though Joint Development with M/s Phoenix Tech Zone Private Limited from Government of Telangana Information Technology, Electronics & communications Department.

The company has actively started the process to lease or rent the above property, which will have a positive impact on the revenue of the company in the coming period.

OTHER BUSINESS SEGMENTS

Athena Global Technologies Limited has five segments reporting on consolidated basis. The five segments include, Software services, Real Estate, Online pharmacy platform services, Online Trade of pharmaceuticals products, Online Education services.

As India's largest digital platform for pharmacy businesses and virtual patient care solution, MedleyMed has helped pharmacies and virtual care providers by providing optimal solutions to help them manage their day-to-day business for more than 20.

Headquartered in Hyderabad, Telangana and Austin, Texas, MedleyMed is now expanding its operations in the United States, Africa, and other nations with a focus on serving virtual care and prescription companies as well as independent retail pharmacies with flexible, market-neutral solutions.

Today, the MedleyMed platform is poised to become the world's leading customizable, integrated pharmacy and telehealth solution with features that stand out from the rest including better pricing and better margins based on data-driven, real time comparison shopping, advanced supply chain management, contracting, and inventory controls.

Our Wholly owned subsidiary company, Tutoroot Technologies Private Limited which is a start-up company serve as online education provider to the students. These days due to the advancement in the technology, everything has become online, today there are many online education providers in the market, but our business is different in approach among the other players in the market. We undertake various innovative procedures for the teaching, that kept us different among the other players.

INTERNAL CONTROLS AND THEIR ADEQUACIES:

The Internal Control System comprises of exercising controls at various stages and is established in order to provide reasonable assurance for:

- Safeguarding Assets and their Usage,
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the Information used for carrying on Business Operations.

The key elements of the system are as follows:

- a) Existence of clearly defined Organizational Structure and Authority.
- b) Existence of Corporate Policies for Financial Reporting and Accounting
- c) Existence of Management Information System updated from time to time as may be required.
- d) Existence of Annual Budgets and Long Term Business Plans.
- e) Periodical Review of Opportunities and Risk factors depending on the global/Domestic scenario and to undertake measures as may be necessary.

HUMAN RESOURCES STRATEGY:

The Human Resources (HR) strategy is focused on creating a performance-driven environment in the company, where innovation is encouraged performance is recognized and employees are motivate to realize their potential.

HR is the core of the company, influencing change, building cultures and capabilities. The HR processes are continuously evolving and aligning with the changing business requirements. HR is structured into the specialized business units to enable them respond to the needs of their customers and get more strategic advantage.

FUTURE OUTLOOK

As highlighted in the economic and industry review, external factors such as world economy, geo political and policy environment is likely to be a mixed bag with no net impact on performance potential. The Indian IT players have made a transition to remain relevant, skilled and strategic partners to their customers. The overall IT industry and Indian IT services business is expected to show a moderate growth trend.

To further sustain and nurture this growth potential, the Company will be taking critical new initiatives going forward. Continued investments in talent development, enhanced infrastructure and an accent on new approaches based on design thinking capability built across organizational levels will be invested during the next fiscal. Strategic mergers and acquisitions that add leverage to the Company's growth potential will also remain on the radar. The Company is well placed to sustain its performance trend going ahead. The Company has good prospectus in the coming financial year and management is confident of getting new projects.

The Company has good prospectus in the coming financial year and management is confident of getting new projects.

By Order of the board
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-
M. Satyendra
Chairman & Managing Director
(DIN: 01843557)

Sd/-
M.Sunitha
Director
(DIN:06741426)

Place: Hyderabad
Date : 29.08.2023

REPORT ON CORPORATE GOVERNANCE

1. Brief statement On Company's philosophy on code of governance.

Athena Global Technologies does believe and Practice Good Corporate Governance. The Company's essential character is shaped by the very value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company Continuously endeavors to improve on these aspects. The management follows the principle of fair representation and full disclosure in all its dealings and communications. The Board view Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness and to develop capabilities to attain the goal of sustainable value creation.

We are committed to upgrade our systems, processes and disclosure norms to achieve high standards of Corporate Governance.

2. BOARD OF DIRECTORS:

a) Composition of Board of Directors:

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations"), as amended from time to time.

At present, the strength of the Board is Six Directors. The Board comprises of 1 Executive and 2 Non-Executive Directors and 3 Non Executive & Independent Directors.

Sr. No	Name of Director	Category	Attendance at AGM held on 30.09.2022	Attendance in Board Meeting		As on Date			Relation ship between Directors Interse
				Held	Atten-dance	No. of Other director ships	Committee chairman-ship	Committee member-ship	
1	Mr. M.Satyendra	Promoter, Chairman & Managing Director	YES	10	10	NIL	NIL	NIL	Spouse of Mrs. M.Sunitha
2	Mrs. M.Sunitha	Non-Executive Director	YES	10	10	NIL	NIL	NIL	Spouse of Mr. M Satyendra
3	Mr. Prudvi Raju Manthena*	Non-Executive & Independent Director	YES	10	10	NIL	NIL	NIL	NA
4	Mr. Rajesh Katragadda*	Non-Executive Independent Director	YES	10	5	1	NIL	2	NA
5	Mr. Avinash Vashistha	Non-Executive & Non-Independent Director	YES	10	10	NIL	NIL	NIL	NA

6	Mr. Ramesh Babu Nemani	Non-Executive Independent Director		YES	10	10	2	NIL	2	NA
7	Nukala Ashwanth*	Non-Executive Independent Director		YES	10	5	-	-	-	NA
8	Maddi Venkata Sudarsan*	Non-Executive Independent Director		NO	-	-	-	-	-	NA

* Mr. Prudvi Raju Manthena demise on 06.05.2023

* Mr. Rajesh Katragadda, ceased to be the Independent Director of the Company w.e.f. September 30, 2022 due to retirement.

* Mr. Nukala Ashwanth appointed w.e.f. 01.09.2022

* Mr. Maddi Venkata Sudarsan Appointed w.e.f. 02.08.2023

b) Board Meetings:

Ten Board Meetings were held during the Financial Year and the gap between two board meetings did not exceed 120 days.

The dates on which meeting were held are as follows:

S.No	Dates of Board Meeting
1.	24.05.2022
2.	06.07.2022
3.	13.08.2022
4.	19.08.2022
5.	01.09.2022
6.	14.11.2022
7.	20.12.2022
8.	06.01.2023
9.	08.02.2023
10.	14.03.2023

c) Number of Shares and Convertible Instruments held by Non- Executive Directors:

Name of the Director	Number of shares held
Sunitha Manchala	971326
Avinash Vashistha	200000

d) Familiarisation Programme for Independent Directors:

Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 mandates the Company to familiarize the Independent Directors with the Company by conducting training programmes.

The Familiarisation Programme is posted on the company's website and can be accessed at on the Company's Website at the link:www.athenagt.com

3. SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS:

The following is the list of core skills / expertise /competencies identified by the Board of Directors that are required in the context of the Company's business and that the said skills are available with the Board Members:

- Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.

- Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- Financial and Management skills
- Technical / Professional skills and specialized knowledge in relation to Company's business.

4. BOARD COMMITTEES:

Currently, there are Three Board Committees – Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship committee. The terms of reference of board committees are determined by the Board from time to time. Meetings of each board, committee are convened by the chairman of the respective committees.

The role and composition of these committees including the number of meetings held during the financial year and the related attendance are provided below:

i) Audit Committee:

a) Brief description of terms of reference:

The committee comprises of Non-executive and independent directors and has been formed to monitor and provide effective supervision of the financial control and reporting process. The terms of reference of committee covers the matters specified for audit committee under SEBI (LODR) Regulations, 2015 as well as section 177 of the companies Act, 2013. The inter- alia include review of the financial reporting process, internal audit process, adequacy of internal control systems, management audit and Risk management policies and also recommendation and appointment of statutory auditors and their remuneration.

Terms of reference:

The terms of reference of audit committee are as per the guidelines set out in the SEBI (LODR) Regulations, 2015 read with section 177 of the companies act 2013 and includes such other functions as may be assigned to it by the board from time to time.

i. Powers of the Audit committee:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it is considered necessary.

ii. Role of the Audit committee:

- a) Oversight of company financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Recommending to the board, the appointment and re-appointment and if required, the replacement or removal of auditors and fixation of audit fee.
- c) Approval of payments to statutory auditors for any other services rendered by them.
- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matter required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub section 3 of section 134 of companies act 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of Judgment by management

- Significant adjustments made in the financial statements arising out of audit findings – compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions
- Review of draft auditor's report, in particular qualifications / remarks / observations made by the auditors on the financial statements.
- Management Discussion and analysis of financial conditions and results of operations.
- Review of statement of significant related party transactions submitted by the management.
- Review of management letters / Letters of internal control weakness issued by the statutory auditors.
- Review of internal audit reports relating to internal control weaknesses.
- Review of appointment, removal and terms of remuneration of the chief Internal auditor.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Review of the financial statements of subsidiary companies.
- Review and monitor the auditors independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter corporate loans and investments.
- Valuation of assets and undertakings of the company, whenever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- To look into reasons for substantial default in the payment to the shareholders (in case of non- payment of declared dividends) and creditors.
- Reviewing with the management, the statement of uses / applications of funds raised through an issue (Public issue, Rights issue, Preferential issue, etc) the statement of funds utilized for purposes other than those stated in the offer document / prospectus / Notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of public issue or Rights issue and making appropriate recommendations to the board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal audit systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on
- Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To review the functioning of the whistle Blower mechanism.
- Approval of appointment / re-appointment / Remuneration of CFO (or any other person heading the finance function or discharging that function) after assessing the qualifications and experience & background, etc. of the candidate.
- Carrying out any other function as may be mentioned in the terms and reference of the audit committee. The audit committee discharges its functions and obligations on regular basis and on the occurrence of the events.

b) Composition of Audit Committee

The Audit Committee of the Company consists of the following members:

S.No	Name of the Director	Designation
1	Mr. Prudvi Raju Manthena (till 06.05.2023) *	Chairman
2	Mr. Rajesh Katragadda (till 30.09.2022)	Member
3	Mr. Ramesh Babu Nemani (chairman w.e.f. 08.05.2023)*	Member
4.	Mr. Avinash Vashistha*	Member
5.	Mr. Nukala Ashwanth (w.e.f. 30.09.2022)	Member

*Mr. Ramesh Babu Nemani Appointed as Chairman w.e.f. 08.05.2023 after demise of Mr. Prudvi Raju Manthena on 06.05.2023

* Mr. Avinash Vashistha appointed as member of Committee w.e.f. 08.05.2023

The dates on which meeting were held are as follows:

24.05.2022	06.07.2022	13.08.2022	19.08.2022	01.09.2022	14.11.2022	20.12.2022	06.01.2023	08.02.2023	14.03.2023
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The role of the audit committee includes recommending the appointment and removal of the external auditor, discussion of the audit, plan, and fixation of audit fee and also approval of payment of fees for any other services.

ii) Nomination and Remuneration Committee:

In terms of Section 178 of Companies act, 2013 the Board of Directors constituted Nomination and Remuneration Committee comprising three or more non-executive directors out of which not less than one-half shall be independent director.

a) The terms of reference of the Remuneration Committee are as follows:

- Formulation of criteria for determining Qualifications, Positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration of the directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of independent directors and the board.
- Devising a policy on Board Diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board their appointment and removal.
- To Recommend / Review remuneration of Key Managerial personnel based on their performance and defined assessment criteria.
- To decide on the elements of remuneration package of all the Key Managerial Personnel i.e. Salary, benefits, Bonus, Stock Options, Pensions, etc.
- Recommendation of any fee / Compensation if any, to be paid to Non-Executive directors including independent directors of the board.
- Payment/ revision of remuneration payable to managerial personnel
- While approving the remuneration, the committee shall take into account financial position of the company, trend in the industry, qualification, experience and past performance of the appointee.
- The committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the company and shareholders.
- Any other functions / Powers / duties as may be entrusted by the board from time to time.

The company has adopted a policy relating to the remuneration for directors, key managerial personnel and other employees of the company which is disclosed on the website of the company

b) Nomination and Remuneration Policy:

1. Introduction

Athena Global Technologies Limited believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, the company ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively. The Company recognizes the importance of Independent Directors in achieving the effectiveness of the Board. The company aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

The Company also recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration involves a balance between fixed and incentive pays reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2. Scope:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company and also for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- 3.1 “Director” means a Director appointed to the Board of a Company.
- 3.2 “Nomination and Remuneration Committee” means the committee constituted by Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.3 “Independent Director” means a Director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.4 “Key Managerial Personnel” means
 - (i) The Chief Executive Officer or the Managing Director or the Manager;
 - (ii) The Whole-time Director;
 - (iii) The Chief Financial Officer; and
 - (iv) Such other officer as may be prescribed under the Companies Act, 2013

4. Selection of Directors and determining Directors independence:

4.1 Qualifications and criteria

- 4.1.1 The Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that is relevant for the Company's global operations.

4.1.2 In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as:

1. General understanding of the Company's business dynamics, global business and social perspective;
2. Educational and professional background Standing in the profession;
3. Personal and professional ethics, integrity and values;
4. Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

Shall possess a Director Identification Number;

Shall not be disqualified under the Companies Act, 2013;

Shall give his written consent to act as a Director;

Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member,

The Committee Meetings;

Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;

Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made; Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

4.1.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The NR Committee shall assess the independence of Directors at the time of appointment / reappointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence, as laid down in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b.
 - (i) Who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- e. who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) A Firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; Or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
 - (v) Is a material supplier, service provider or customer or a lessor or lessee of the company?
- f. Shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. Shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. Who is not less than 21 years of age.

4.2.3 The Independent Directors shall abide by the “Code for Independent Directors” as specified in Schedule IV to the Companies Act, 2013.

4.3 Other directorships / committee memberships

4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

4.3.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

5. Remuneration to Executive Directors, Key Managerial Personnel, Non-Executive Directors and other employees:

- 5.1.1 The Board, on the recommendation of the Nomination and Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- 5.1.2 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- 5.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
- (i) Basic Pay
 - (ii) Perquisites and Allowances
 - (iii) Commission (Applicable in case of Executive Directors)
 - (iv) Retrial benefits
 - (v) Annual Performance Bonus
- 5.1.4 The Annual Plan and Objectives for Executive Directors and Senior Executives shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.
- 5.2 Remuneration to Non-Executive Directors
- 5.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
- 5.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.
- 5.3 Remuneration to other employees
- 5.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

6. Composition of Nomination & Remuneration Committee:

The Remuneration Committee of the following members

S.No	Name of the Director	Designation
1	Mr. Prudvi Raju Manthena (till 06.05.2023) *	Chairman
2	Mr. Rajesh Katragadda (till 30.09.2022)	Member
3	Mr. Ramesh Babu Nemani (chairman w.e.f. 08.05.2023)*	Member
4.	Mr. Avinash Vashistha*	Member
5.	Mr. Nukala Ashwanth (w.e.f. 30.09.2022)	Member

*Mr. Ramesh Babu Nemani Appointed as Chairman w.e.f. 08.05.2023 after demise of Mr. Prudvi Raju Manthena on 06.05.2023

* Mr. Avinash Vashistha appointed as member of Committee w.e.f. 08.05.2023

The meetings of NR Committee held on 24.05.2022 and 14.03.2023.

7. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and regulations contained in the chapters of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance by the Directors individually (including Independent Directors) as well as the evaluation of the working of its Audit, Nomination and Remuneration and other committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

iii) Stakeholder Relationship Committee

a) Terms of Reference:

The terms of reference of the Stakeholder Relationship Committee are as follows:

To supervise and ensure:

- (i) Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- (ii) Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc;
- (iii) Issue of duplicate / split / consolidated share certificates;
- (iv) Allotment and listing of shares;
- (v) Review of cases for refusal of transfer / transmission of shares and debentures;
- (vi) Reference to statutory and regulatory authorities regarding investor grievances;
- (vii) And to otherwise ensure proper and timely attendance and redressal of investor queries and grievances.

b) Composition of stake holder relationship Committee:

The Committee of the following members

S.No	Name of the Director	Designation
1	Mr. Prudvi Raju Manthena (till 06.05.2023) *	Chairman
2	Mr. Rajesh Katragadda (till 30.09.2022)	Member
3	Mr. Ramesh Babu Nemani (chairman w.e.f. 08.05.2023)*	Member
4.	Mr. Avinash Vashistha*	Member
5.	Mr. Nukala Ashwanth (w.e.f. 30.09.2022)	Member

*Mr. Ramesh Babu Nemani Appointed as Chairman w.e.f. 08.05.2023 after demise of Mr. Prudvi Raju Manthena on 06.05.2023

* Mr. Avinash Vashistha appointed as member of Committee w.e.f. 08.05.2023

Name & Designation of the Compliance Officer	:	Divya Agrawal Company Secretary & Compliance officer
No. of shareholders complaints received during the Financial Year	:	Nil
No. of complaints solved to the satisfaction of the shareholders	:	Nil
No. of pending complaints	:	Nil

5. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The Whistle Blower policy is also available on the website of the Company.

6. REMUNERATION OF DIRECTORS:

(a) All pecuniary relationship or transactions of the Non-Executive Directors

Non-Executive Directors including Independent Directors are entitled to payment of sitting fee for the Board and Committee meetings attended by them as per the provisions of the Companies Act, 2013.

(b) Criteria of making payments to Non-Executive Directors

Keeping in view the size, scale and complexity of the Company's operations and the level of involvement of the non-executive directors in the supervision and control of the Company and their guidance for the growth of the Company as members of the Board and also as Chairman or Members of the relevant Committees of the Board, the Board and Shareholders decided that such remuneration/commission should be commensurate with their roles which have undergone significant qualitative changes.

(c) Disclosures with respect to remuneration, in addition to disclosures required under the Companies Act, 2013:

(i) All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc for the FY 2022-2023

Name of the Non Executive Director/ Independent Director	Sitting Fees paid for the year 2022-23
Rajesh Katragadda	NIL
Ramesh Babu Nemani	NIL
Nukala Ashwanth	NIL
Sunitha Manchala	NIL
Avinash Vashistha	NIL

Details of salary, commission and other benefits to Executive Directors

Name of the Director	Designation	Remuneration (Rs in Lakhs)
M Satyendra	Chairman & Managing Director	48.00

(ii) Details of fixed component and performance linked incentives, along with the performance criteria: No Director is paid any fixed component nor performance linked incentives.

(iii) Service contracts, notice period, severance fees: A separate contract of employment was entered with each of the Executive Directors with terms and conditions of appointment as per the Policy of the Company and approved by the Board.

(iv) Stock option details, if any including issue at a discount as well as the period over which accrued and over which exercisable: The Company has not issued any stock options.

7. GENERAL BODY MEETINGS:

a) Location and time where the last three Annual General Meetings of the Company were held are as under:

Financial Year	Date	Venue	Time
2021-2022	30.09.2022	Hotel Inner circle, Raj Bhavan Road, Somajiguda, Hyderabad-82	10.00 A.M.
2020-2021	30.09.2021	Hotel Inner circle, Raj Bhavan Road, Somajiguda, Hyderabad-82	10.00 A.M.
2019-2020	30.09.2020	Hotel Inner circle, Raj Bhavan Road, Somajiguda, Hyderabad-82	10.00 A.M.

b) Company passed following Special Resolutions in the previous 3 Annual General Meetings:

Date of Passing Special Resolution	Resolution Number	Purpose of Resolution
30.09.2020	5	Re-appointment of Mr. Rajesh Katragadda as Independent Director
	6	Re-appointment of Mr. M Satyendra as Chairman & Managing Director of the Company
	7	Ratification pertaining to disclosure in the explanatory statement of the Annual General Meeting (AGM) held on 30th September, 2019 in item no 3 regarding "issue of warrants, convertible into equity shares on preferential basis"
30.09.2021	NIL	NA
30.09.2022	5	Appointment of Mr. Nukala Ashwanth (din-09719259) as an Independent Director Of The Company
	6	Authorisation to the Board Of Directors to borrow in Excess of the paid up share capital and free reserves as per section 180(1)(c) of the Companies Act, 2013
	7	Authorisation to the Board of Directors of the Company to borrow money by way of creating charge on the assets of the Company.
	8	Investment, Loans, Guarantee and Security in excess of limit specified under section 186 of companies Act, 2013
	9	Loan to companies in which Directors are interested.

c) Details of Special resolution passed through Postal Ballot:

Date of Passing Special Resolution	Resolution Number	Purpose of Resolution
24.06.2022	1	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY
	2	ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS
06.08.2023	1	ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

d) Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary has conducted the Postal Ballot Exercise.

8. MEANS OF COMMUNICATION

a) Quarterly Results:

The quarterly, half-yearly and annual results of the Company were normally published by the Company in the newspapers within 48 hours from the conclusion of the Board meeting.

b) Newspapers wherein results normally published:

The results are normally published by the Company in English newspaper “Business Standard” and also in vernacular newspaper “Nava Telangana” within the prescribed time lines of SEBI (LODR) Regulations, 2015.

c) Any website, where displayed:

The results are also displayed on the Company's website: www.athenagt.com.

d) Whether it also displays official news releases:

The newsletters and press releases from time to time were also displayed on the Company's website.

e) Presentations made to institutional investors or to the analysts:

No Presentations were made to institutional investors or to the analysts.

9. GENERAL SHAREHOLDER INFORMATION

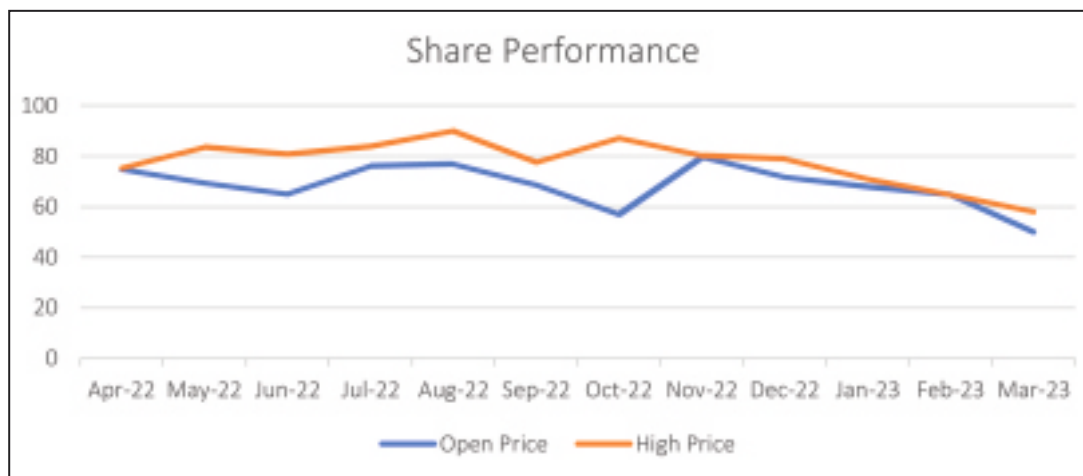
a	Annual General Meeting	31st Annual General Meeting
	Date of Annual General Meeting	27th September, 2023
	Venue	At Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad-500082
	Time	9.30 A.M.
b	Book Closure Date	Thursday 21st September, 2023 To Wednesday 27th September, 2023 (both days inclusive)
c	Financial Year	April 2022 to March 2023
d	Dividend Payment Date	N.A.
e	Calendar for declaration of Quarterly Results	The results of every quarter beginning from April are declared within the Quarterly Results time specified under the provisions of SEBI (LODR) Regulations, 2015. These results normally published by the Company in the Leading English News Paper Business Standard and in one vernacular newspaper Nava Telangana Within specified time. The Copies of all quarterly results on website www.athenagt.com
f	Listing on Stock exchange	BSE
	Stock ID/Code	517429
	ISIN	INE576B01019
	Listing Fee for Fy 2022-23	Paid

g) STOCK DATA:

Monthly High and Low prices of Athena Global Technologies Limited at the Stock Exchange, Mumbai (BSE) and performance in comparison to broad-based indices for the year ended 31st March, 2023 are furnished hereunder.

Month	BSE Limited	
	Share Price (Rs.)	
	High	Low
April, 2022	75.40	59.60
May, 2022	83.55	60.60
June, 2022	80.75	63.00
July, 2022	83.80	66.50
August, 2022	89.95	69.85
September, 2022	77.70	55.10
October, 2022	87.15	54.15
November, 2022	80.15	58.00
December, 2022	79.00	60.05
January, 2023	70.85	59.85
February, 2023	64.70	48.05
March, 2023	58.00	45.10

h) SHARE PERFORMANCE INDICES BSE SENSEX:



i) REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Private Limited
Flat No. 306, Right Wing, 3rd floor,
Amrutha Ville Apt., Opp.Yashodha Hospital,
Raj Bhavan Road, Somajiguda, Hyderabad-500082

Telephone No. 040-23374967
Fax No: 040-23370295
E-mail: bsshyd@bigshareonline.com

j) SHARE TRANSFER SYSTEM:

All the physical share transfers received are processed by the Share Transfer Agents M/s. Big shares Services Private Limited, Hyderabad. The Company has entered into agreement with both NSDL and CDSL to dematerialize its shares, which enable the Company's shares to be transferred electronically through Depositories System

DEMAT ISIN Number:

Under the Depository System the International Securities Identification Number (ISIN) allotted to the Company's Equity Shares by NSDL & CDSL	INE576B01019
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k) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2023

Shares or debenture holding of nominal value of Rs.	No. of holders	%	Shares/Debentures Amount	%
1 - 5000	5530	90.85	9143580	6.83
5001 - 10000	246	4.04	2020220	1.51
10001 - 20000	129	2.11	1907280	1.43
20001 - 30000	31	0.51	779300	0.58
30001 - 40000	28	0.46	997390	0.75
40001 - 50000	21	0.35	958770	0.72
50001 - 100000	35	0.58	2517830	1.88
100001 - above	67	1.1	115475630	86.30
TOTAL	6087	100	133800000	100

I) **SHAREHOLDING PATTERN AS ON 31ST MARCH 2023:**

Sl.No.	Category	No. of Shares Held	% of Shareholding
A 1	INDIAN PROMOTERS & PROMOTER GROUP Individuals/Hindu Undivided Family Central Government /State Governments Bodies Corporate Financial Institutions/Banks	79,81,238	59.65
	Sub Total of A1	79,81,238	59.65
A 2	FOREIGN	-	-
	Sub Total of A2	-	-
	TOTAL OF A1 +A2	79,81,238	59.65
B 1	Public Shareholdings Institutions Mutual Funds and UTI Banks/Financial Institutions Central Government/State Government Venture Capital Funds Insurance Companies Foreign Institution Investor Foreign Venture Capital Investors Any Other (Specify)	-	-
	Sub Total B1	-	-
B 2	Non Institutions Bodies Corporate Individuals Individual shareholders holding nominal share capital upto Rs.2 Lakhs Individual shareholding holding nominal share capital in excess of Rs.2 Lakhs Any Other (Specify) NRIs/OCBs Foreign Collaborators Clearing Members HUF	161632 1881750 2417028 801101 4527 132724	1.21 14.06 18.07 5.99 0.03 0.99
	Sub Total B2	5398762	40.35
	TOTAL OF PUBLIC SHAREHOLDING (B1 +B2)	5398762	40.35
C	Shares held by Custodian and against which Depository Receipts have been issued	NIL	
	TOTAL A+B+C	13380000	100

The Company's shares are available for dematerialization on both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 93.71% of shares have been dematerialized as on 31.03.2023.

m) DEMATERIALIZATION OF SHARES AND LIQUIDITY:

Since the Company has already entered into agreement with both the depositories, viz., NSDL and CDSL for dematerialization of its shares, the shareholders are free to dematerialize their shares and keep them in dematerialized form with any Depository Participant.

n) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not Issued any GDRs/ ADRs/ Warrants or any Convertible instruments which will likely impact on equity.

o) COMMODITY PRICE RISK OF FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Not Applicable to the Company

p) Address for correspondence:

ATHENA GLOBAL TECHNOLOGIES LIMITED
3rd Floor Western Wing, NCC House,
Survey No-64, Madhapur,
Hyderabad-500081
Telephone Nos: 040-2311 9633,040-2311 9634
Fax No: 040-2311 9614
E-mail : cs@athenagt.com

q) List of Credit Rating obtained during the year for all debt instrument: NA

10. OTHER DISCLOSURES

- a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large - **NIL**
- b) Details of non-compliance by the Company, penalties, and structures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years - **NIL**
- c) The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving the direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The Whistle Blower Policy of the Company is also posted on the website of the Company.

- d) The Company has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) The Company does have material Non-Listed Indian Subsidiary in the name of M/s Medley Medical Solutions Private Limited and Tutoroot Technologies Private Limited as defined under Regulation 16 of SEBI Listing Regulations. The Policy on Material Subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Board is uploaded on the website of the Company and the web link is www.athenagt.com.
- f) Disclosure of commodity price risks and commodity hedging activities- Not Applicable.
- g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) –

The funds raised through Preferential allotment was utilized for meeting working capital requirement, Capital Expenditure and General Corporate purposes.

- h) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been enclosed as separately to this report.
- i) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year- There are no such instances during the year and the Board considered and accepted the recommendations of all the Committees.
- j) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part- Rs. 5,48,000/-
- k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has also constituted an Internal Committee, known as Anti Sexual Harassment Committee to address the concerns and complaints of sexual harassment and to recommend appropriate action.

The Company has not received any complaint on sexual harassment during the year.

- i) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount:

Nature of Interest: Common Directors

1. Medley Medical Solutions Private Limited – Rs. 1364.28 Lakhs
2. Tutoroot Technologies private Limited – Rs. 889.21 Lakhs
3. Vishwashree Enterprises Private Limited – NIL

Save and except the aforesaid, neither the Company nor any of its subsidiaries has given any loan / advance in the nature of loans to firms/companies in which directors are interested.

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT, WITH REASONS THEREOF:

The Company has complied with all the requirements in this regard, to the extent applicable.

12. THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED:

Discretionary Requirements:

The Company has adopted / complied with the discretionary requirements specified in Part E of Schedule II as detailed below:

- The Board:

Maintenance of Office to the Non-Executive Chairperson at the Company's expense: This is not applicable as the Chairperson of the Company is an Executive Director.

- Shareholders' rights:

All the quarterly financial results are placed on the Company's website: www.athenagt.com, apart from publishing the same in the Newspapers.

- Modified opinion(s) in audit report:

There are no modified opinions in the Audit Reports.

- Reporting of Internal Auditor:

The Internal Auditor reports to the Chairman of the Audit Committee directly.

13. Disclosures of compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations are as follows:

Regulation	Particulars of regulations	Compliance status (Yes/No/NA)
17	Board of directors	Yes
18	Audit committee	Yes
19	Nomination and Remuneration committee	Yes
20	Stakeholders Relationship committee	Yes
21	Risk Management committee	NA
22	Vigil mechanism	Yes
23	Related party transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of listed entity	Yes
25	Obligations with respect to Independent directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46(2) (b) to (i)	Website	Yes

14. MEETINGS OF INDEPENDENT DIRECTORS

During the year under review, the independent directors met on 08th February, 2023 inter alia to discuss:

1. Evaluation of the performance of Non-Independent directors and the board of directors as a whole.
 2. Evaluation of the performance of the chairman of the company, taking into account the views of the Executive and Non-Executive Directors.
 3. Evaluation of the quality, content and time lines of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.
- Compliance under SEBI Listing Regulations pertaining to mandatory requirements and Auditors Certificate on Corporate Governance: As required under SEBI Listing Regulations, the Auditor's Certificate on compliance of the Corporate Governance norms is attached.
 - Particulars about Directors proposed for appointment as well as the Directors who retire by rotation and are eligible for re-appointment indicating their shareholding in the Company have been given in the annexure attached to the Notice of the Annual General Meeting.
 - The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 33(2)(a) of SEBI Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended 31st March, 2023 and the same is annexed herewith
 - Disclosures with respect to demat suspense account/ unclaimed suspense account: Not Applicable

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANIES
CODE OF CONDUCT**

In terms of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and senior Management Personnel of the Company have affirmed compliance with the respective Codes of Conduct, as applicable to them for the year ended 31st March, 2023.

FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED

Place: Hyderabad
Date : 29.08.2023

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

CEO/CFO Certification

We, M. Satyendra, Managing Director and J V Ramakrishna, Chief financial officer of **Athena Global Technologies Limited**, to the best of our knowledge and belief, certify that:

1. We have reviewed financials including the Cash Flow Statement (Consolidated and Standalone for the year ended 31.03.2023 and to the best of our knowledge and belief:
 - a. These statements do not contain any untrue statement or omit any material fact or contain statements that might be misleading.
 - b. The financial statements and other financial information included in this report present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws and regulations.
2. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
4. We have indicated to the Auditors and Audit Committee:
 - a) There has not been any significant change in internal control over financial reporting during the year under reference;
 - b) There has not been any significant changes in accounting policies during the year under reference; and
 - c) We are not aware of any instances during the year of significant fraud, with involvement there in of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Athena Global Technologies Limited

Sd/-
M Satyendra
Managing Director

Sd/-
J V Ramakrishna
Chief Financial Officer

Place: Hyderabad
Date : 29.08.2023

REPORT ON CORPORATE GOVERNANCE

(Under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

To
The Members of Athena Global Technologies Limited

We have examined the compliance of the conditions of Corporate Governance by Athena Global Technologies Limited (the Company) for the year ended March 31, 2023 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 of the said Company with Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for insuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

We state that in respect of investor grievances received during the year ended 31st March, 2023, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by Company. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P S Rao & Associates,
Company Secretaries

Sd/-
Jineshwar Kumar Sankhala
Company Secretary
C P No: 18365
UDIN: A021697E000889465

Place: Hyderabad
Date : 29.08.2023

CERTIFICATE
(Pursuant to clause 10 of Part C of Schedule V of LODR)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR) in respect of Athena Global Technologies Limited, having CIN: L74140TG1992PLC014182), we hereby certify that:

On the basis of the written representation/declaration received from the Directors and taken on record by the Board of Directors, as on 31st March, 2023, none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of Companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P S Rao & Associates,
Company Secretaries

Sd/-

Jineswar Kumar Sankhala

M. No.: 21697

C P No: 18365

UDIN: A021697E000889432

Place: Hyderabad

Date : 29.08.2023

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Athena Global Technologies Limited
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Athena Global Technologies Limited** (hereinafter called the company) having its registered office at 3rd Floor, western wing, NCC House, Survey no: 64, Madhapur, Hyderabad-500081, Telangana. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period); and

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period);
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Other Specifically applicable laws to the company
 - The Information Technology Act, 2000
 - Special Economic Zone Act, 2005
 - Policy Relating to STP's of India.
 - Trade Mark Act, 1999.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period and information received from the management of the Company there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

- The Company has generally been filing the forms and returns with the Ministry of Corporate Affairs as required under the Companies Act, 2013. However, in some instances the forms/ returns were filed with delay by paying additional fee.

For P S Rao & Associates,
Company Secretaries

Sd/-
Jineswar Kumar Sankhala
Company Secretary
C P No: 18365
UDIN: A021697E000889498

Place: Hyderabad
Date : 29.08.2023

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

ANNEXURE A

To
The Members,
ATHENA GLOBAL TECHNOLOGIES LIMITED,
Hyderabad

Our report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on random basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
4. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
5. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
7. We have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company
Disclaimer
8. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For P S Rao & Associates,
Company Secretaries

Sd/-
Jineshwar Kumar Sankhala
Company Secretary
C P No: 18365
UDIN: A021697E000889498

Place: Hyderabad
Date : 29.08.2023

ANNEXURE V(A)

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2023 [Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Medley Medical Solutions Private Limited
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Medley Medical Solutions Private Limited** (hereinafter called the company) having its registered office at 3rd Floor, Western Wing, NCC House, Survey no: 64, Madhapur, Hyderabad-500081, Telangana. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (not applicable during the audit period)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (not applicable during the audit period)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable during the Audit Period)
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not Applicable to the Company during the Audit Period)
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during the Audit Period)
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the audit period)

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period);
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (not applicable during the audit period)
- (vi) Other Specifically applicable laws to the company
- The Information Technology Act, 2000
 - Consumer Protection Act, 1986
 - Trade Mark Act, 1999.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period and information received from the management of the Company there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

- The Company has generally been filing the forms and returns with the Ministry of Corporate Affairs as required under the Companies Act, 2013. However, in some instances the forms/ returns were filed with delay by paying additional fee.

For P S Rao & Associates,
Company Secretaries

Sd/-

Jineshwar Kumar Sankhala
Company Secretary

C P No: 18365

UDIN: A021697E000889575

Place: Hyderabad
Date : 29.08.2023

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

ANNEXURE A

To
The Members,
MEDLEY MEDICAL SOLUTIONS PRIVATE LIMITED,
Hyderabad

Our report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on random basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion..
4. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
5. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
7. We have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company

Disclaimer

8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For P S Rao & Associates,
Company Secretaries

Sd/-
Jineshwar Kumar Sankhala
Company Secretary
C P No: 18365
UDIN: A021697E000889575

Place: Hyderabad
Date : 29.08.2023

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2023 [Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Tutoroot Technologies Private Limited Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Tutoroot Technologies Private Limited** (hereinafter called the company) having its registered office at 3rd Floor, Western Wing, NCC House, Survey no: 64, Madhapur, Hyderabad-500081, Telangana. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (not applicable during the audit period)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (not applicable during the audit period)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (not applicable during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable during the Audit Period)
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not Applicable to the Company during the Audit Period)
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during the Audit Period)
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the audit period)
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period); and

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period);
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (not applicable during the audit period)
- (ii) Other Specifically applicable laws to the company
 - The Information Technology Act, 2000
 - Consumer Protection Act, 1986
 - Trade Mark Act, 1999.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period and information received from the management of the Company there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

- The Company has generally been filing the forms and returns with the Ministry of Corporate Affairs as required under the Companies Act, 2013. However, in some instances the forms/ returns were filed with delay by paying additional fee.

For P S Rao & Associates,
Company Secretaries

Sd/-

Jineshwar Kumar Sankhala

Company Secretary

C P No: 18365

UDIN: A021697E000889509

Place: Hyderabad

Date : 29.08.2023

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

ANNEXURE A

To
The Members,
TUTORROOT TECHNOLOGIES PRIVATE LIMITED,
Hyderabad

Our report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on random basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion..
4. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
5. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
7. We have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company

Disclaimer

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For P S Rao & Associates,
Company Secretaries

Sd/-
Jineshwar Kumar Sankhala
Company Secretary
C P No: 18365
UDIN: A021697E000889509

Place: Hyderabad
Date : 29.08.2023

Annexure-VI

**Information pursuant to Section 197 of the Act
Read with Rule 5(1) of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014.**

- A. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary during the financial year 2022-23 and Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2022-23:

Name of the Director and Key Managerial Personnel (KMP)	Remuneration of Director/ KMP For the financial year 2022-23 Amt. in Lakhs	% increase in Remuneration in the financial year 2022-23	Ratio of the remuneration to the median remuneration of the employees
M. Satyendra Managing Director	48	NIL	5.79
Divya Agrawal Company Secretary	7.66	15.79	0.92
Julakanti Venkata Ramakrishna Chief Financial Officer	10.64	37.69	1.28
Other Key Managerial Personnel	NA	NA	NA

- B. The median remuneration of employees' of the Company during the financial year was Rs. 8,28,396/- P.A.**
- C. The percentage increase (decrease) in the median remuneration of employees in the financial year: 0.6%**
- D. The number of permanent employees on the rolls of company: 62**
- E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
- The average increase in the salaries of employees other than the managerial personnel in 2022-23 was 0.6%. The Percentage increase in the managerial remuneration for the same financial year was –NIL
- F. Affirmation that the remuneration is as per the remuneration policy of the company.**
- It is hereby affirmed that the remuneration paid to the Directors and Key Managerial Personnel are as per the Nomination and Remuneration Policy of the Company.
- G. Employees drawing Rs. 8.50 Lacs per month or Rs 102.00 Lacs per annum, whether employed throughout the year or part of the Financial Year-NIL**
- H. There are no employees in the service of the Company covered under Rule 5 (2) (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**
- I. Details of Top Ten employees:**

I. Details of Top Ten employees:

Sr. No.	Name of the Employee	Designation	Remuneration	Nature of employee (whether contractual or otherwise)	Qualification & employment	Date of comment of employment	Age	% of Equity Shares held by the employee	Whether the employee is a relative of any Director/manager, if yes name of such Director and Manager
1	Neelima Gedda	Project Manager	20,24,574	Permanent	19 yrs 1 Month-MSc	22-05-2006	42 yrs	0	No.
2.	Ganapathi Santoshi Lakshmi	Team Leader	19,78,904	Permanent	15 yrs 5 Months - Msc	11-12-2008	40 yrs	0	No.
3.	Uma Mahesh Murty	Sr. Manager HR	19,10,349	Permanent	15 yrs.	18-08-2021	39 yrs	0	No.
4.	Mahesh Adapa	Software Engineer	18,28,904	Permanent	9 Yrs	12-10-2016	32 yrs	0	No.
5.	Habeeb Zain	Sr.Manager IT	17,70,835	Permanent	23 Yrs 6 Months	31-01-2005	49 yrs	0	No.
6.	Hrudaya Ranjan Rakesh	Project Lead	16,78,404	Permanent	13 Yrs 7 Months	10-12-2015	41 yrs	0	No.
7.	Talluri Praveen	Sr.SQL DBA	16,62,404	Permanent	8 Yrs 5 months	26-12-2019	30 yrs	0	No.
8.	Abdul Ghalib	Vice President	15,89,696	Permanent	27 Yrs 10 Months - B.Com	21-11-1994	49 yrs	0	No.
9.	Ravi Kumar Ganteda	Sr. Software Engineer	15,88,573	Permanent	7 yrs	08-03-2021	38 yrs	0	No.
10.	Reshma Rani	Sr.Software Engineer	15,28,901	Permanent	12Yrs 6 months	15-01-2014	36 yrs	0	No.

By Order of the board
ATHENA GLOBAL TECHNOLOGIES LIMITED

Sd/-
M. Satyendra
Chairman & Managing Director
(DIN: 01843557)

Sd/-
M. Sunitha
Director
(DIN:06741426)

Place: Hyderabad
Date: 29.08.2023

INDEPENDENT AUDITOR'S REPORT

To
The Members of Athena Global Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Athena Global Technologies Limited** (“the Company”), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 2 (v) of the standalone financial statements, which describes the extent to which the COVID-19 Pandemic will impact the Company's results which depend on future developments that are highly uncertain. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the Matter was addressed in Audit
<p>1. Evaluation of uncertain tax position:</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 29 to the Financial Statements</p>	<p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands up to the year ended March 31, 2023 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at 1st April 2022 to evaluate whether any change was required to management's position on these uncertainties.</p> <p>We conclude that tax provisions and related disclosures are appropriately disclosed.</p>

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the other information included in Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information is expected to be made available to us after the date of the this auditor's report.

Our unmodified opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with Governance.

Management's Responsibility for the standalone financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid or provided by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer to Note No. 29 to the Standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
2. As required by the Companies (Auditor's Report) Order, 2020, ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure- B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Hyderabad
Date: 30.05.2023

For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V LAKSHMI PRASANNA A)
Partner
ICAI Membership No. 243569
UDIN: 23243569BGXBWR2370

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Athena Global Technologies Limited** (“the Company”) as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V LAKSHMI PRASANNA A)
Partner
ICAI Membership No. 243569
UDIN: 23243569BGXBWR2370

Place: Hyderabad

Date: 30th May, 2023

Annexure “B” to the Independent Auditors' Report

With reference to Paragraph 2 under 'Report on Other Legal Regulatory Requirements' section of our report to the Members of the Company, we report that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) According to the information and explanations given to us and the records of the company examined by us, the property, plant and equipment have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such physical verification.
 - (c) Based on our examination of registered sale deeds and other documents, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii.
 - (a) The inventory has been physically verified by the management during the year. In our opinion, the coverage, frequency and procedure of such verification is reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records were not exceeding 10% in the aggregate for each class of inventory and have been properly dealt with in the books of account.
 - (b) The Company is not sanctioned working capital limits in excess of Rs.5 Crore from banks on the basis of security of current assets. Hence reporting under 3(ii)(b) of the order is not applicable.
- iii. During the year, the Company has no investments in a company. The Company has provided guarantee and granted loans in the nature of loans to the subsidiary company and the details of which are given as follows:
 - (a) During the year, the Company has not stood guarantee or provided security to any other entity.
 - (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
 - (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
 - (f) Company has granted any loans or advances in the nature of loans either repayable on demand during the year. The particulars are as follows.

S No	To Whom	Balance outstanding as at Balance Sheet date* (Rupees in lakhs)	% of total Loans
1.	Subsidiary Companies	2253.50	100%

- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company as prescribed under subsection (1) of section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
- a) According to the information and explanations given to us there were arrears of Statutory amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, Goods and Services Tax, duty of customs, duty of excise, value added tax, cess and etc. as at 31st March 2023 for a period of more than six months from the date they became payable. The details are as follows:

Nature of Dues	Amount (Rs. in lakhs)
Tax Deducted at Source	5.76
Service Tax	7.63
Professional Tax	23.90
Gst	181.54
Frienge Benefit Tax	13.45
ESI	0.51
Income tax	15.33

- b) According to the information and explanations given to us and records of the Company examined by us, particulars of income tax, sales tax, valued added tax, service tax, customs duty, excise duty, goods and service tax or cess as at 31st March, 2023 which have not been deposited on account of any dispute pending, are as under:

Name of the Statute	Nature of Dues	Amount ₹ in Lakhs	Period	Forum Where dispute is pending
The Income Tax Act, 1961	Income Tax	380.38	Assessment year 2016-17	Commissioner of Income Tax
The Employment Provident Fund and Misc. Provisions Act 1952	Interest U/s 7Q and Damages U/S 14B	48.31	-	TS High Court

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a) The Company has not defaulted in repayment of loans taken from the banks. The Company has not taken loans from financial institutions and Government.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- c) The Company has taken term loan during the year and on an over all examination of financial statements of the company, the funds from term loans were applied for the purpose for which the loans were obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiary.
- x. a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that

Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. a) There is no amount to be spent for other than ongoing projects towards Corporate Social Responsibility (CSR). Hence, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) The Company does not have ongoing projects relating to CSR. Hence reporting under clause 3(xx)(b) of the Order is not applicable.

Place: Hyderabad
Date: 30th May, 2023

For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V LAKSHMI PRASANNA A)
Partner
ICAI Membership No. 243569
UDIN: 23243569BGXBWR2370

STANDALONE BALANCE SHEET AS AT 31st MARCH 2023

All amounts in Lakhs unless otherwise stated

Particulars	Note No.	31 st March 2023	31 st March 2022
I. ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3.1	284.70	319.47
(b) Capital work-in-progress	4	55.53	55.53
(c) Intangibles under development	3.2	38.11	89.89
(d) Financial assets			
(i) Investments	4.1	5,418.99	4,818.74
(ii) Other financial assets	4.2	86.37	80.01
(e) Deferred tax assets (net)	5	183.38	117.28
		6067.08	5,480.92
Current assets			
(a) Inventories	6	0.29	7.03
(b) Financial assets			
(i) Trade receivables	7.1	1,296.47	899.49
(ii) Loans	7.2	2,246.33	356.72
(iii) Cash and cash equivalents	7.3	66.59	6.72
(iv) Other financial assets	7.4	659.82	386.52
(c) Current tax assets	8	189.83	177.83
(d) Other current assets	9	94.14	67.00
		4553.47	1,901.30
		10,620.55	7,382.21
TOTAL ASSETS			
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	10	1,338.00	1,275.00
(b) Other equity	11	(517.84)	(36.83)
		820.16	1,238.17
Liabilities			
Non-Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	12.1	6,581.93	3,711.51
(ii) Other financial liabilities	12.2	1,400.90	499.32
(b) Provisions	13	69.27	51.72
(c) Other non-current liabilities	14	24.26	63.75
		8,076.36	4,326.30
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15.1	897.38	803.59
(ii) Other financial liabilities	15.2	513.76	330.87
(b) Current tax liabilities		-	18.30
(c) Other current liabilities	16	282.66	632.58
(d) Provisions	17	30.23	32.41
		1,724.03	1,817.74
		10,620.55	7,382.21
TOTAL EQUITY AND LIABILITIES			

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date

For RAMANATHAM & RAO

Chartered Accountants

Firm Registration. No. 002934S

Sd/-

V V Lakshmi Prasanna A

Partner

M.No.243569

Place: Hyderabad

Date: 30.05.2023

For and on behalf of the Board

Sd/-

M. SATYENDRA

Chairman & Managing Director

(DIN: 01843557)

Sd/-

J V RAMAKRISHNA

CFO

Sd/-

M.Sunitha

Director

(DIN:06741426)

Sd/-

DIVYA AGRAWAL

Company Secretary

(M NO: 48143)

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2023

All amounts in Lakhs unless otherwise stated

Particulars	Note No.	Year ended 31 st March 2023	Year ended 31 st March 2022
I. Revenue from operations	18	979.68	1,782.86
II. Other income	19	174.98	920.19
III. Total Income (I + II)		1,154.66	2,703.05
IV. Expenses			
Cost of purchases	20	233.75	294.61
Employee benefit expense	21	581.13	776.99
Finance costs	22	677.43	915.43
Depreciation and amortization expense	23	35.42	33.88
Other expenses	24	583.18	586.05
Total expenses		2,110.91	2,606.95
V. Profit/(loss) before tax (III - IV)		(956.25)	96.09
VI. Tax expense:			
(1) Current tax			18.30
(2) Deferred tax		(66.10)	(54.75)
VII. Profit/(loss) for the year (V-VI)		(890.15)	132.54
VIII. Other comprehensive income			
(a) Items that will be reclassified to Statement of profit and loss Income tax relating to item (a) above		(6.51)	4.08
(b) Items that will be reclassified to statement of profit and loss Income tax relating to item (a) above		50.25	12.06
Other comprehensive income (net of tax)		43.73	16.15
IX. Total comprehensive income/(loss) for the year		(846.42)	148.69
X. Earning per equity share (face value Rs.10 each)	28		
(1) Basic		(6.65)	1.04
(2) Diluted		(6.65)	1.04

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date
For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
V V Lakshmi Prasanna A
Partner
M.No.243569

Place: Hyderabad
Date: 30.05.2023

For and on behalf of the Board

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

Sd/-
M.Sunitha
Director
(DIN:06741426)

Sd/-
J V RAMAKRISHNA
CFO

Sd/-
DIVYA AGRAWAL
Company Secretary
(M NO: 48143)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2023

All amounts in Lakhs unless otherwise stated

Particulars	31 st March 2023	31 st March 2022
Cash Flows from Operating Activities		
Net profit/(loss) before tax	(956.25)	96.09
Adjustments for :		
Depreciation and amortization expense	35.42	33.88
Provision for doubtful debts/advances/ impairment	(105.98)	108.24
Payables Written off	-	(220.17)
Non - Cash Ind As Adjustment	0.76	(11.35)
Finance Cost	599.46	915.43
Other comprehensive income (net of tax)	43.73	16.15
Operating profit before working capital changes	(382.86)	938.26
Movements in Working Capital		
(Increase)/Decrease in Inventories	6.74	143.89
(Increase)/Decrease in Trade Receivables	(277.19)	(619.44)
(Increase)/Decrease in Other financial assets	(2,236.90)	(497.31)
(Increase)/Decrease in Other Current Assets	40.48	(0.08)
Increase/(Decrease) in Other financial liabilities	182.12	(89.26)
Increase/(Decrease) in Other Current liabilities	(370.38)	(25.29)
Changes in Working Capital	(2,655.12)	(1,087.50)
Cash generated from operations	(3,037.99)	(149.24)
Taxes Paid under Protest	(12.00)	(0.54)
Net Cash from operating activities	(3,049.99)	(149.78)
Cash flows from Investing Activities		
Profit on sale of Intangibles		
Purchase of Fixed Assets (Including CWIP)	37.32	(71.72)
Investment in Subsidiaries	(600.25)	(982.14)
		-
Net Cash used in Investing Activities	(562.93)	(1,053.86)
Cash flows from/(used in) Financing Activities		
Amount received against share warrants	428.40	356.56
Finance cost	(599.46)	(915.43)
Proceeds from Long term borrowings	2,870.42	3,700.81
Proceeds from/(Repayment of) Short-term borrowings	93.79	(120.76)
Increase/(Decrease) in Other Non-Current liabilities	17.55	(114.38)
Changes in other financial liabilities	862.09	(1,741.77)
Net Cash used in Financing Activities	3,672.79	1,165.04
Net Increase/(Decrease) in cash and cash equivalents	59.87	(38.59)
Cash and Cash equivalents at the beginning of the year	6.72	45.31
Cash and Cash equivalents at the end of the year (Refer Note 10)	66.59	6.72

Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act 2013. The accompanying notes are an integral part of the financial statements.

As per our report of even date
For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
V V Lakshmi Prasanna A
Partner
M.No.243569

Place: Hyderabad
Date: 30.05.2023

For and on behalf of the Board

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

Sd/-
M.Sunitha
Director
(DIN:06741426)

Sd/-
J V RAMAKRISHNA
CFO

Sd/-
DIVYA AGRAWAL
Company Secretary
(M NO: 48143)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023

a. Equity share capital

Particulars	Note	31 st March 2023
		Amount in Rs.
Balance as at 1st April, 2021	10	11,85,86,000
Changes during the year		89,14,000
Balance as at 31st March, 2022		12,75,00,000
Changes during the year		63,00,000
Balance as at 31st March, 2023		13,38,00,000

All amounts in Lakhs unless otherwise stated

b. Other equity

Particulars	Note	Reserves and Surplus					Money Received against Share Warrants	Total
		Capital Reserve	Securities Premium Reserve	Retained Earnings	Other items of Other Comprehensive Income	Translation Reserve		
Balance as at 31st March, 2021	11	0.10	1,125.31	(1,705.61)	-	127.25	-	(452.95)
Premium on Issue of Equity Shares		-	-	-	-	-	-	-
Share Warrants Issued during the period		-	-	-	-	-	356.56	356.56
Shares Allotment made during the period		-	267.42	-	-	-	(356.56)	(89.14)
Profit/(loss) for the year		-	-	132.54	4.08	12.06	-	148.68
Balance as at 31st March, 2022		0.10	1,392.73	(1,573.07)	4.08	139.32	-	(36.83)
Premium on Issue of Equity Shares		-	365.40	-	-	-	-	365.40
Share Warrants Issued during the period		-	-	-	-	-	428.40	428.40
Shares Allotment made during the period		-	-	-	-	-	(428.40)	(428.40)
Profit for the year		-	-	(890.14)	(6.51)	50.24	-	(846.42)
Balance as at 31st March, 2023		0.10	1,758.13	(2,463.21)	(2.43)	189.56	0.00	(517.84)

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date
For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 00293345

Sd/-
V V LAKSHMI PRASANNA A
Partner
M.No.243569

Place: Hyderabad
Date: 30.05.2023

For and on behalf of the Board

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

Sd/-
M. Sunitha
Director
(DIN:06741426)

Sd/-
J V RAMAKRISHNA
CFO

Sd/-
DIVYA AGRAWAL
Company Secretary
(M NO: 48143)

Notes forming part of the Standalone financial statements for the year ended March 31, 2023

Note : 1

1 Company Information:

Athena Global Technologies Limited ('the Company') is a public limited company incorporated in India having its registered office at Hyderabad, Telangana. The Company is engaged in Software Development & Consulting and Real Estate Activities. The accompanying Financial Statements includes the accounts of Head Office in India and overseas branches in USA and UK. The Company has its primary listings on the Bombay Stock Exchange.

2 Significant Accounting Policies:

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of Compliance:

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017, the relevant provisions of the Companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. The presentation of financial statements is based upon Ind AS Schedule III of Companies Act, 2013.

b) Basis of preparation:

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Use of estimates and critical accounting judgements:

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

d) Revenue Recognition:

i) The Business Income

The Company earns revenue from Sale of Software services, IT enabled & Business Support Services and the Sale of Flats.

Revenue is recognized, when the company satisfies a performance obligation by transferring a promised good or service to its customers. The company considers the terms of the contract and its customary business practices to determine the transaction price. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

ii) Other income

Interest Income is recognised on time proportion basis taking in to account the amount outstanding and the rate applicable.

e) Borrowing Costs:

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.

Other borrowings costs are expensed in the period in which they are incurred.

f) Employee Benefits:

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave is not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Gratuity obligations

The liability or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

(iv) Defined contribution plans

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

g) Income Taxes:

Tax expense for the year comprises current and deferred tax.

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they are related to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

h) Property, plant and equipment(PPE):

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, upto the date the asset is ready for its intended use.

All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, Plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

i) Expenditure during Product Development period:

Expenditure during Development period (including finance cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress and the same is allocated to the respective PPE on the completion of their development.

j) Depreciation:

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on the straight line method over the useful lives as prescribed in Schedule II to the Act.

k) Impairment of Assets:

Intangible assets and property, plant and equipment: Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is

reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

l) Inventories:

(i) Computer Software and Course Material

inventories are valued at Lower of Cost and Net Realisable Value, Including necessary provision for Absolence.

(ii) Land given for Development and the Flats recieved there from

The Land is initially recognised as Investment Property now converted as Stock in trade after entering in to the JDA for devalopment. Investment property measured initially at cost, including transaction costs. Subsequent to initial recognition, now the Flats Received from the Developer are our inventories and are valued at Lower of Cost and Net Realisable Value, Including necessary provision for Absolence.

m) Provisions, Contingent Liabilities and Contingent Assets :

The Company recognises provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to the reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realised.

n) Financial instruments:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

A. Financial assets

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in case where the company has made an irrevocable selection based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

B. Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and unsecured loans are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Standalone balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Contingency Reserve

The Company transfers to Contingency Reserve out of the Surplus in the Statement of Profit and Loss, such amounts as the Management considers appropriate based on their assessment to meet any contingencies relating to substantial expenditure incurred during the maintenance period of a contract, non-realisation of contract bills earlier recognised as income and claims, if any, lodged by the contractees or by sub-contractors or by any third party against the Company in respect of completed projects for which no specific provision has been made.

o) Earnings Per Share :

The basic earnings per share is computed by dividing the profit/(loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, profit/(loss) for the year attributable to the equity shareholders and the weighted average number of the equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Cash and cash equivalents:

Cash and cash equivalents include cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

q) Transactions in Foreign Currencies:

The Stadalone financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

r) Segment Reporting - Identification of Segments:

The company's corporate strategy aims at creating multiple drivers of growth anchored on its core competence. The company is currently focused on two segments. The business segments comprise the following:

- (i) Software services : Software development and maintenance services
- (ii) Real Estate: Revenue from Sale of flats

s) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

t) Dividend Distribution

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

u) Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

(v) Impact of COVID-19 Key accounting judgements, estimates and assumptions.

The threats posed by the coronavirus outbreak are multifold. In many countries, businesses have been forced to cease or limit their operations for long or indefinite periods of time. Even in India the outbreak has been declared epidemic and on March 24, 2020, the Government of India ordered a nationwide lockdown, limiting movement of the population of India as a preventive measure against the COVID-19 pandemic. As a result, most businesses throughout the world are dealing with lost revenue and disrupted supply chains. The disruption to global supply chains due to factory shutdowns has already exposed the vulnerabilities of many organizations.

The Company considered the uncertainty relating to the COVID-19 pandemic in assessing the recoverability of receivables, goodwill, intangible assets, investments and other assets. For this purpose, the Company considered internal and external sources of information up to the date of approval of these financial statements. The Company has also used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis. Based on its current estimates, the Company expects to fully recover the carrying amount of receivables, goodwill, intangible assets, investments and other assets.

As the outbreak continues to evolve, the Company will continue to closely monitor any material changes to future economic conditions.

The preparation of the Financial Statements required the Management to exercise judgements and to make estimates and assumptions. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the Balance Sheet date in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial statements and has used internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic.

(w) Note on “Code on Security, 2020”

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

x) Recent Accounting Pronouncements.

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 01, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The company does not expect this amendment to have any significant impact in its standalone financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The company does not expect this amendment to have any significant impact in its standalone financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The company does not expect this amendment to have any significant impact in its standalone financial statements

Notes to financial statements for the year ended 31 March 2023

3.1 Property, plant and equipment

All amounts in Lakhs unless otherwise stated

Sr. No.	Particulars	Freehold Land	Office Equipment	Furniture and Fixtures	Computers	Vehicles	Electrical Installations	Air Conditioning	Total
1	Gross Carrying Value As at 31st March 2021	250.74	21.05	28.92	63.13	93.23	4.77	0.28	462.14
	Additions	-	2.07	-	16.79	-	-	-	18.87
	Disposal / Adjustments								
	As at 31st March 2022	250.74	23.12	28.92	79.92	93.23	4.77	0.28	481.01
	Additions	-	0.65	-	-	-	-	-	0.65
	Disposal / Adjustments	-	-	-	-	-	-	-	-
	As at 31st March, 2023	250.74	23.77	28.92	79.92	93.23	4.77	0.28	481.66
2	Depreciation As at 31st March 2021	-	19.29	16.67	29.94	58.30	3.39	0.08	127.67
	Charge for the year	-	0.768	3.46	17.28	11.68	0.68	0.02	33.88
	Disposal / Adjustments								
	As at 31st March 2022	-	20.05	20.13	47.22	69.98	4.07	0.10	161.55
	Charge for the year	-	0.81	3.46	18.86	11.68	0.59	0.02	35.42
	Disposal / Adjustments	-	-	-	-	-	-	-	-
	As at 31st March, 2023	-	20.86	23.59	66.08	81.66	4.66	0.12	196.97
3	Net Block								
	As at 31st March, 2021	250.74	1.76	12.25	33.19	34.93	1.38	0.20	334.46
	As at 31st March, 2022	250.74	3.08	8.80	32.71	23.26	0.70	0.19	319.47
	As at 31st March, 2023	250.74	2.91	5.33	13.85	11.85	0.11	0.17	284.70

4. Capital work-in-progress

As on March 31, 2023

a) CWIP AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended				55.53	55.53

As on March 31, 2022

a) CWIP AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended				55.53	55.53

3.2 Intangibles under Development

As on March 31, 2023

Intangible Assets Under Development

a) INTANGIBLE ASSETS UNDER DEVELOPMENT AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in Intangible assets under development for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended	-	-	1.07	37.04	38.11

As on March 31, 2022

Intangible Assets Under Development

a) INTANGIBLE ASSETS UNDER DEVELOPMENT AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in Intangible assets under development for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended	37.12	15.73	-	37.04	89.89

4.1. Investments

All amounts in Lakhs unless otherwise stated

Particulars	31 March 2023	31 March 2022
Investments in Equity Instruments (unquoted - fully paid up)		
Investments Measured at Cost:		
Subsidiary Companies:		
Medley Medical Solutions Pvt Ltd	3,360.94	3,360.94
41,03,415 Shares of Rs. 10/- each, 84,30,274 shares of Rs. 35/- (Including Premium of Rs.25/- each)		
Tutoroot Technologies Pvt Ltd	1,457.80	1,457.80
450000 shares of 10/- each, 40,36,570 shares of Rs. 35/- (Including Premium of Rs.25/- each)		
(ii) Other Investments	600.25	
TOTAL	5,418.99	4,818.74

4.2. Other Financial Assets (non-current)

Particulars	31 March 2023	31 March 2022
Rent deposits	81.90	75.54
Electricity Deposits	4.47	4.48
TOTAL	86.37	80.02

5. Deferred tax Asset (net)

Particulars	31 March 2023	31 March 2022
(i) Deferred tax liabilities on timing difference due to: Depreciation	11.38	3.97
(ii) Deferred tax assets on account of: Employee benefits	-	-
Others	172.00	113.30
Deferred tax Asset (net)	183.38	117.28

6. Inventories

Particulars	31 March 2023	31 March 2022
Computer Software	0.19	6.93
Cost of Flats	0.10	0.10
TOTAL	0.29	7.03

7.1. Trade Receivables

Particulars	31 March 2023	31 March 2022
Unsecured, considered good	1,177.47	997.71
Add/Less: Expected Credit Loss	105.98	(108.24)
Secured considered good	13.01	10.01
TOTAL	1,296.47	899.49

7.1 Trade Receivables

As on March 31, 2023

(Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment*					Total*
	Less than 6 months	6 months -1Years	1-2 Years	2-3 Years	More Than 3 Years	
(i) Undisputed Trade receivables – considered good	143.22	213.01	382.02	-	558.21	1,296.47
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables – considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
TOTAL	143.22	213.01	382.02	-	558.21	1,296.66

As on March 31, 2022

(Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment*					Total*
	Less than 6 months	6 months -1Years	1-2 Years	2-3 Years	More Than 3 Years	
(i) Undisputed Trade receivables – considered good	25.81	323.64	192.33	65.39	292.32	899.49
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables – considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
TOTAL	25.81	323.64	192.33	65.39	292.32	899.49

7.2. Loans(Current)

Particulars	31 March 2023	31 March 2022
Loans to Related Parties	2,246.33	356.72
TOTAL	2,246.33	356.72

7.3. Cash and Cash Equivalents

Particulars	31 March 2023	31 March 2022
a) Balances with banks in current accounts	59.18	6.63
b) Cash On Hand	7.40	0.09
TOTAL	66.59	6.72

7.4. Other financial Assets (current)

Particulars	31 March 2023	31 March 2022
Loans to Employees	43.97	61.96
Advances to Others	344.39	254.64
Other Recivables	271.46	69.92
TOTAL	659.82	386.52

8. Current tax assets

Particulars	31 March 2023	31 March 2022
TDS Receivable	47.35	35.35
Income tax Paid under Protest	142.47	142.47
TOTAL	189.83	177.83

9. Other current assets

Particulars	31 March 2023	31 March 2022
Service Tax Receivable	54.10	54.10
Advance to Creditors	-	1.06
Prepaid Expenses	22.62	11.83
Others receivable	17.41	-
TOTAL	94.13	67.00

10. Equity share capital

Particulars	31 March 2023	31 March 2022
<u>AUTHORIZED</u>		
1,50,00,000 equity shares of Rs.10/- each (2023 - 1,50,00,000, 2022 - 1,40,00,000 equity shares of Rs.10/- each)	1,500.00	1,400.00
TOTAL	1,500.00	1,400.00
<u>ISSUED, SUBSCRIBED & PAID-UP CAPITAL</u>		
equity shares of Rs. 10 /- each (2023 - 1,33,80,000 , 2022 - 1,27,50,000, equity shares of Rs.10 /- each)	1,338.00	1,275.00
TOTAL	1,338.00	1,275.00

(A) Movement in equity share capital:

Particulars	Number of shares	Amount
Balance at April 1, 2021	1,18,58,600	1,185.86
Movement during the year	8,91,000	89.14
Balance at March 31, 2022	1,27,50,000	1,275.00
Movement during the year	6,30,000	63.00
Balance at March 31, 2023	1,33,80,000	1,338.00

(B) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at 31 March 2023		As at 31 March 2022		Percentage of Change
	No. of Shares	% holding	No. of Shares	% holding	
M. Satyendra	69,90,612	52.25	63,60,612	49.89	4.72%
M. Sunitha	9,71,326	7.26	9,71,326	7.62	-4.73%

11. Other equity

Particulars	31 March 2023	31 March 2022
Capital Reserve		
Opening Balance	0.10	0.10
Closing Balance	0.10	0.10
Securities Premium Reserve		
Opening Balance	1,392.73	1,125.31
Add: Premium on Issue of Equity Shares	365.40	267.42
Closing balance	1,758.13	1,392.73
Retained Earnings		
Opening balance	(1,573.07)	(1,705.61)
Profit for the year	(890.15)	132.54
Closing balance	(2,463.22)	(1,573.07)
Other Items of OCI		
Opening balance	4.08	-
Add: Current Year Adjustment	(6.51)	4.08
Closing balance	(2.43)	4.08
Translation Reserve		
Opening balance	139.33	127.27
Add: Translation reserve for the current year	50.24	12.06
Closing balance	189.57	139.33
Money Received against Share Warrants		
Opening balance	-	-
Add: Amount Received during the period	428.40	356.56
Shares Allotment made during the period	(428.40)	(356.56)
Closing balance	-	-
TOTAL	(517.85)	(36.83)

Nature and purpose of other reserves

(i) Capital reserve

Capital reserve is a sum earmarked for specific purposes or long-term projects or mitigating capital losses or any other long-term contingencies.

(ii) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(iii) Translation Reserve

The exchange differences arising from the translation of financial statements of Foreign operations with functional currency other than Indian rupees is recognised in Other Comprehensive Income and presented with equity in the Foreign Currency translation reserve.

(iv) Money Received against Share Warrants

During the year, the Company has issued 6,30,000-share Warrants (Previous year 8,91,400) to Promoters and the company has converted the shares for the 6,30,000 share warrants in to equity during the year (Previous Year Allotment 8,91,400).

12.1. Borrowings (non-current)

Particulars	31 March 2023	31 March 2022
Non- current		
a) Secured loans		
Long term maturity of debts	6,581.93	3,711.51
TOTAL	6,581.93	3,711.51

Note: 1. All that part and parcel of semi-finished entire 15th Floor including Common area together with proportionate undivided share in land along with proportionate Car parking slots allotted in the IT /ITES complex named as "CENTAURUS" in the notified SEZ area covered under Sy. No. 203/part situated at Manikonda Jagir village, Rajendernagar Mandal and GHMC Circle -11 in Ranga Reddy District in Telangana State is hypothecated against the Term Loan Availed from Axis Finance Limited.

2. All the piece and parcel of Block A on 16th Floor including Common area of 62,524.50 sq. feet together with proportionate undivided share of 706.60 Sq yards in land out of total area of 24,200 Sq yards along with proportionate Car parking slots allotted in the basement area in the IT /ITES complex named as "CENTAURUS" in the notified SEZ area covered under Sy. No. 203/part situated at Manikonda Jagir village, Rajendernagar Mandal and GHMC Circle -11 in Ranga Reddy District in Telangana State is hypothecated against the Term Loan Availed from Aditya Birla Finance Ltd.

12.2. Other financial liabilities (non-current)

Particulars	31 March 2023	31 March 2022
Security deposits received for land	1,400.90	538.81
Less: Ind AS Adjustment	-	(39.49)
TOTAL	1,400.90	499.32

13. Provisions (non-current)

Particulars	31 March 2023	31 March 2022
Provision for employee benefits		
- Leave encashment	17.14	13.06
- Gratuity	52.13	38.66
TOTAL	69.27	51.72

14. Other non-current liabilities

Particulars	31 March 2023	31 March 2022
Deferred Income- Security Deposit	24.26	63.75
TOTAL	24.26	63.75

15.1. Borrowings (Current)

Particulars	31 March 2023	31 March 2022
Unsecured loans - Repayable on demand		
- From Related Parties		
(i) Directors	0.04	50.57
(ii) Associate Enterprise	1.16	30.01
- From Others	896.18	723.00
TOTAL	897.38	803.58

15.2. Other financial liabilities (current)

Particulars	31 March 2023	31 March 2022
Current maturities of Long term Loans	7.61	7.61
Interest Payable	87.67	1.27
Creditors for Expenses	296.56	204.06
Salaries Payable	79.46	96.31
Rent Payable	42.45	21.61
TOTAL	513.75	330.87

16. Other current liabilities

Particulars	31 March 2023	31 March 2022
Statutory Dues	269.27	383.69
Duties and Taxes Payable	13.39	248.88
TOTAL	282.66	632.58

17. Provisions (Current)

Particulars	31 March 2023	31 March 2022
Employee benefits		
Gratuity	30.23	32.41
TOTAL	30.23	32.41

18. Revenue from operations

All amounts in Lakhs unless otherwise stated

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Export of Services	979.68	1,543.96
Sale of flats	-	238.90
TOTAL	979.68	1,782.86

19. Other income

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Provision No Longer required	-	100.31
Foreign Currency Exchange gain	15.74	69.85
Deferred income on fair value of security	38.73	624.79
Other Income	0.50	119.86
Interest On Loans to Subsidiaries	120.01	5.37
TOTAL	174.98	920.19

20. Cost of purchases

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Cost of flats sold	-	0.29
Cost of Software sold	233.75	294.32
TOTAL	233.75	294.61

21. Employee benefits expense

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Salaries, wages and bonus	547.87	741.06
Contribution to provident and other funds	16.59	21.01
Staff welfare expenses	16.67	10.59
Gratuity & Leave encashment	-	4.33
TOTAL	581.13	776.99

22. Finance costs

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Interest Cost	615.30	289.33
Other Borrowing Cost	39.49	613.44
Bank charges	22.64	12.66
TOTAL	677.43	915.43

23. Depreciation and amortization expense

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Depreciation of property, plant and equipment	35.42	33.88
TOTAL	35.42	33.88

24. Other expenses

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Fuel and Electricity Expenses	23.58	14.42
Repairs and Maintenance	36.01	33.83
Travelling Expenses	50.90	21.20
Sales Promotion / Gift Expenses	28.73	20.27
Advertisement Expenses	0.83	7.06
Insurance Premium Expenses	12.13	11.32
Rent Expenses	124.85	94.14
Rates and Taxes	16.28	11.50
Audit Fee:		
Statutory Audit fees	1.65	1.65
Tax Audit	0.30	0.30
Internal Audit Fee	1.20	0.40
Legal and Professional Consultancy Fees	326.66	153.64
Printing and Stationery Expenses	1.06	1.00
Postage, Telephones, Courier, Internet & E-mail	4.25	5.78
Conveyance Expenses	0.86	0.55
Subscription and Membership Fees	17.42	11.02
Donations	6.32	1.69
License Fees	10.35	29.17
Exchange Fluctuation Expense	-	8.91
AGM Expenses	7.77	8.29
Recruitment and Training Expenses	-	2.41
Sitting fee	-	1.25
Expected Credit Loss on Debtors	(105.98)	108.23
Other Misc Expenditure	18.01	38.01
TOTAL	583.18	586.05

25. Income Tax

A reconciliation of the Income Tax provision to the amount computed by applying the statutory income tax rate to the net profit before tax is summarized as follows:

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Profit before income tax expense	(956.24)	96.09
Enacted Tax rates for the financial year	27.82%	27.82%
Effect of:		
Expenses not deductible for Tax purposes	104.97	735.20
Expenses deductible for Tax purposes	66.11	796.20
Income tax Payable	0.00	18.30
Effective tax rate	0.00%	19.04%

All amounts in Lakhs unless otherwise stated

26. Employee Benefits

(i) Leave obligations

The leave obligation covers the Company's liability for earned leave which is unfunded.

(ii) Defined contribution plans

The Company has defined contribution plan namely Provident fund. Contributions are made to provident fund at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contributions plan is as follows:

Particulars	31 March 23	31 March 22
Company's Contribution to Provident Fund	16.59	21.01

(iii) Post- employment obligations

a) Gratuity:

The Company provides for gratuity for employee's as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as at the year ended March 31, 2023 are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
I. Change in Benefit obligation :		
Present value of obligation as at the beginning	55.59	47.22
Interest Cost	3.89	3.30
Current Service Cost	11.75	10.80
Benefits paid	(2.17)	(4.56)
Actuarial (gain) / loss	(2.76)	(1.17)
Present value of obligation at the end of the period	66.30	55.59
II. Expenses to be recognized in the Statement of Profit & Loss :		
Interest Cost	3.89	3.30
Current Service Cost	11.75	10.80
Expected return on Plan Assets	-	-
Net Actuarial (gain)/loss recognized in the period	-	-
Premium Expense	-	-
Expenses recognized in the statement of Profit & Loss	15.64	14.10
III. Amounts to be recognized in the Balance Sheet:		
Present value of Obligation as at the end of the period	66.30	55.59
Fair value of Plan Assets at the end of the period	-	-
Funded Status	66.30	55.59
Unrecognised Past Service cost	-	-
IV. Principal Assumptions:		
Discounting Rate	7.5% p.a	7% p.a
Salary Escalation Rate	10% p.a	10% p.a

V) Significant estimates and sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in key assumptions is:

Particulars	Key assumptions		Defined benefit obligation					
			Increase in assumption by			Decrease in assumption by		
	31 March 2023	31 March 2022	Rate	31 March 2023	31 March 2022	Rate	31 March 2023	31 March 2022
Discount rate	7.50%	7.00%	1%	(5.18)	(4.39)	1%	5.99	5.05
Salary growth rate	10.00%	10.00%	1%	5.78	4.86	1%	(5.12)	(4.39)
Withdrawal rate	10.00%	10.00%	1%	(1.25)	(1.12)	1%	1.39	1.34

The above sensitivity analysis is based on a change in each assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

VI) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

27. Related Party Disclosures:

Names of related parties and nature of relationships:

Names of the related parties	Nature of relationship
A. Key Management Personnel	
i) M. Satyendra	Chairman & Managing Director
ii) Divya Agrawal	Company Secretary & Compliance officer
iii) Julakanti Venkata Ramakrishna	CFO
B. Directors	
i) M Sunitha	Director
ii) Nukala Ashwanth	Independent Director
iii) Ramesh Babu Nemani	Independent Director
C. Medley Medical Solutions Private Limited	Subsidiary Company
D. Tutoroot Technologies Private Limited	Wholly owned Subsidiary Company
E. MedleyMed Healthcare Solutions Pvt Ltd	Subsidiary of Subsidiary Company
F. MedleyMed Logistics Pvt Ltd	Subsidiary of Subsidiary Company
G. Vishwashree Enterprises Private Limited	Associate Enterprise in which Directors have Substantial Interest

E. Transactions with Related Parties

Particulars	Nature of Transaction	2022-2023	2021-2022
M. Satyendra	Remuneration	48.00	48.00
Rajesh Katragadda	Sitting Fee	-	0.75
Rajesh Babu Nemani	Sitting Fee	-	0.50
M. Satyendra	Loans Received	229.71	27.03
M. Satyendra	Loans Repaid	236.41	20.31
M. Sunitha	Loans Received	24.41	277.00
M. Sunitha	Loans Repaid	68.25	233.14
Vishwashree Enterprises Private Limited	Loans Received	118.20	726.31
Vishwashree Enterprises Private Limited	Loans Repaid	144.20	700.31
Medley Medical Solutions Private Limited	Loans given	1,072.83	241.75
Medley Medical Solutions Private Limited	Loans Repaid	21.78	1.20
Tutoroot Technologies Private Limited	Loans given	867.77	439.20
Tutoroot Technologies Private Limited	Loans Repaid	137.21	327.86
Medley Medical Solutions Private Limited	Interest on Loan	72.69	3.40
Tutoroot Technologies Private Limited	Interest on Loan	47.31	1.43
Medley Medical Solutions Private Limited	Investment during the Year*	-	3,360.94
Tutoroot Technologies Private Limited	Investment during the Year*	-	1,457.80
Vishwashree Enterprises Private Limited	Intereset on Loan	2.15	4.01
J V Ramakrishna	Remuneration	10.64	6.60
Divya Agrawal	Remuneration	7.66	6.46

* Equity shares allotted by Medley Medical and Tutoroot to the extent of Loan outstanding including interest on loan on 31.03.2022

28. Earnings per Share(EPS):

Particulars	As at March 31, 2023	As at March 31, 2022
Profit/ (Loss) after Tax(Rs.)	(890.15)	132.54
The weighted average number of ordinary shares(No's) for		
Basic EPS	1,33,80,000	1,27,50,000
Diluted EPS	1,33,80,000	1,27,50,000
The nominal value per Ordinary Share (EPS) ₹	-	10.00
Earnings per Share (EPS) ₹		
Basic	(6.65)	1.04
Diluted	(6.65)	1.04

29. Contingent liabilities and commitments

Particulars	As at March 31, 2023	As at March 31, 2022
a. Contingent liabilities		
Claims against the company not acknowledged as debt		
(i) Disputed liability in respect of Income Tax demands relating to A.Y 2016-17 pending at Income tax department, (CIT)	380.38	380.38
(ii) Disputed Liability in respect of Interest U/s 7Q and Penal damages U/S 14B of the Employment Provident Fund and Misc. Provisions Act,1952 pending at the Hon'ble High Court for the state of Telangana. The company has already paid 50% of the demand raised (i.e, Rs. 24,15,510/- against the appeal filed)	48.31	48.31
Total	428.69	428.69

30. Segmental Reporting :

The company's corporate strategy aims at creating multiple drivers of growth anchored on its core competence. The company is currently focused on two segments. The business segments comprise the following:

- (i) Software services : Software development and maintenance services
- (ii) Real Estate: Revenue from Sale

PARTICULARS	Year Ended	
	March 31, 2023	March 31, 2022
1. Segment Revenue		
(a) Software services	1,115.93	1,839.36
(b) Real Estate	38.73	863.69
Gross Revenue from sale of Products and services	1,154.67	2,703.05
2. Segment Results		
(a) Software services	(954.48)	(143.08)
(b) Real Estate	(1.77)	239.17
Profit before tax	(956.25)	96.09
3. Segment Assets		
(a) Software services	10,590.97	7,316.15
(b) Real Estate	29.58	66.07
Total Assets	10,620.55	7,382.22
4. Segment Liabilities		
(a) Software services	8,452.64	5,585.41
(b) Real Estate	1,347.76	558.64
Total Assets	9,800.40	6,144.05

31. Financial risk management

The Company is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

(A) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables.

(i) Foreign Currency Risks:

The Company is exposed to currency risk on account of its borrowings and other payables in foreign currency. The functional currency of the Company is Indian Rupee.

(B) Credit Risk

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current held-to maturity financial assets.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. Cash and other collaterals are obtained from customers when considered necessary under the circumstances.

The carrying amount of trade receivables, loans, advances, deposits, cash and bank balances and bank deposits represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others.

The credit quality of financial assets is satisfactory, taking into account the allowance for credit losses.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date on an individual basis for major receivables. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

- i. Credit risk on cash and cash equivalents and other bank balances is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external agencies.
- ii. Credit risk on trade receivables and other financial assets is evaluated as follows:

Particulars	31 March 2023	31 March 2022
Period (in days)		
1 – 180	153.42	502.80
More than 180	1,143.05	396.69
Total	1,296.47	899.49

(iii) The details of changes in allowance for credit losses during the year

Particulars	For the Year Ended 31 March	
	2023	2022
Balance at the beginning of the year	396.69	288.46
Impairment of Trade receivables	(105.98)	108.23
Balance at the end of the year	290.71	396.69

(iv) Significant estimates and judgements

Impairment of financial assets:

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Company's treasury maintains flexibility in funding by maintaining availability under deposits in banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements:

The company had access to the following undrawn borrowing facilities at the end of the reporting period

Particulars	As at	
	31 March 2023	31 March 2022
Expiring within one year (bank overdraft and other facilities)	-	-

(ii) Maturities of Financial liabilities

Contractual maturities of financial liabilities as at :

Particulars	Gross Carrying Amount	Less than one year	More than one year
As on March 31 2023			
Borrowings	7,479.31	897.38	6,581.93
Other financial liabilities	1,914.65	513.75	1,400.90

32. Capital management

Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

Particulars	31 March 2023	31 March 2022
Borrowings		
Current	897.38	803.59
Non current	6,581.93	3,711.51
Total Debt	7,479.31	4,515.10
Equity		
Equity share capital	1,338.00	1,275.00
Other equity	(517.85)	(36.83)
Total capital	820.16	1,238.17
Gearing ratio in % (Debt/ capital)	912%	365%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2023 and 31 March 2022.

33. Receipts in Foreign Currency:

Particulars	2022-2023	2021-2022
Revenue from USA Clients	205.94	355.86
Revenue from UK Clients	481.29	654.30
Total	687.23	1,010.16

34. Expenditure in Foreign Currency:

Particulars	2022-2023	2021-2022
Athena USA	223.63	84.39
Foreign Travel - India	3.74	10.10
Product Development	45.31	-
Total	272.68	94.49

35. Confirmations

Detailed breakup of Party wise/Item wise balances with regard to opening balances in respect of majority of the Assets and Liabilities are not available with the company. On the basis of review made by the management necessary provision has been made in the books of accounts.

36. Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	2022-2023	2021-2022
Non-current Assets		
(a) Vehicles	11.58	23.26
TOTAL	11.58	23.26

37. Confirmations

The Company requested its debtors and creditors to confirm the balances as at the end of half year in respect of trade payables, trade receivables and advances directly to the Statutory Auditors.

38 Analytical Ratios

Ratio	Numerator	Denominator	Current Year March 31, 2023	Previous Year March 31, 2022	Variance	Reasons
Current ratio (in times)	Total current Assets	Total current liabilities	2.63	1.05	1.15	Increase in debtor realisation time related to subsidiary companies.
Debt-equity ratio (in times)	Long term liabilities + short term borrowings	Total equity	11.46	4.32	1.65	During the year 2022-23, Company has taken a new term loan.
Debt service coverage ratio (in times)	Earnings before debt service = Net profit after taxes + non cash operating expenses + Interest + Other non cash adjustments	Debt service = Interest + principle repayments	0.35	1.06	1.33	The profits are less as there is a reduction in revenue from real estate
Return on equity ratio (in %)	Profit for the year	Average total equity	0.82	1.15	(5.08)	The profits are less as there is a reduction in revenue from real estate Operations
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	0.90	2.77	(0.61)	Increase in debtor realisation time
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (ie., Total current assets less Total current liabilities)	0.35	21.34	(0.98)	Effective management of current assets and current liabilities
Net profit ratio (in %)	Profit for the year	Revenue from operations	(0.86)	0.08	(11.36)	The profits are less as there is a reduction in revenue
Net profit ratio (in %)	Profit for the year	Revenue from operations	(0.03)	0.17	(1.17)	The profits are less as there is a reduction in revenue
(k) Return on Investment	Inome generated from invested funds	Average invested funds in treasury investmens	-	-	-	NIL returns as the subsidiary incurring losses

39. Other Notes

Previous year's figures have been regrouped/reclassified/recasted wherever necessary to confirm to the current year's presentation.

As per our report of even date
For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
V V LAKSHMI PRASANNA A
Partner
M.No.243569

Place: Hyderabad
Date: 30.05.2023

For and on behalf of the Board

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

Sd/-
J V RAMAKRISHNA
CFO

Sd/-
M.Sunitha
Director
(DIN:06741426)

Sd/-
DIVYA AGRAWAL
Company Secretary
(M NO: 48143)

INDEPENDENT AUDITOR'S REPORT

To
The Members of Athena Global Technologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **M/s. Athena Global Technologies Limited** (hereinafter referred to as “the Holding Company”) and its subsidiaries Medley Medical Solutions Private Limited, Hyderabad and its two subsidiaries (consolidated financial statements of Medley Medical Solutions Private Limited; Tutoroot Technologies Private Limited, Hyderabad (the Holding Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2023, of its consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the Matter was addressed in Audit
<p>1. Evaluation of uncertain tax position:</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 30 to the Financial Statements.</p>	<p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2023 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at 1st April 2022 to evaluate whether any change was required to management's position on these uncertainties.</p> <p>We conclude that tax provisions and related disclosures are appropriately disclosed.</p>

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Directors Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group/Holding Company has adequate internal financial controls with reference to the Consolidated Financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and

performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial information of 1 subsidiaries included in the consolidated financial results, whose financial information reflect total assets of Rs. 2883.27 lakhs as at March 31, 2023, total revenues of Rs. 552.43 lakhs; total net profit/(Loss) after tax of Rs. (934.06) lakhs; and total comprehensive Income/(loss) of Rs. (925.02) lakhs and net cash flows amounting to Rs. (82.27) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respective of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act,

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss(including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and its subsidiary, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting with reference to the Consolidated Financial statements of the Holding Company and its subsidiary, which is incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and its subsidiary, which is incorporated in India to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial positions of the Group – Refer Note 30 to the consolidated financial statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There is no amount required to be transferred to the Investor Education and Protection Fund by the Holding Company and subsidiaries company incorporated in India.
 - iv. (a) The respective Management of the Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective Management of the Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
2. With respect to the matters specified in paragraphs 3(xi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

Place: Hyderabad
Date: 30th May, 2023

For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V Lakshmi Prasanna A)
Partner
ICAI Membership No. 243569
UDIN: 23243569BGXBW7853

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the Consolidated Financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting with reference to the Consolidated Financial statements of **Athena Global Technologies Limited** (“the Holding Company”) and its subsidiary, which is incorporated in India, as of 31st March, 2023 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting with reference to these Consolidated Financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated Financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to these Consolidated Financial statements included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting with reference to these Consolidated Financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Consolidated Financial Statements includes those policies and procedures

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, incorporated in India have in all material respects, an adequate internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Holding Company and Subsidiary Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to the two subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries.

For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V Lakshmi Prasanna A)
Partner

ICAI Membership No. 243569
UDIN: 23243569BGXBW7853

Place: Hyderabad
Date: 30th May, 2023

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2023

All amounts in Lakhs unless otherwise stated

Particulars	Note No.	31 st March 2023	31 st March 2022
I. ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3.1	376.69	414.62
(b) Other Intangible assets	3.1	3,450.74	3,516.31
(c) Capital work-in-progress		55.53	55.53
(d) Intangibles under development		2,420.83	1,840.27
(e) Financial assets			
(i) Other Financial Assets	4.1	86.37	80.02
(ii) Investments		600.25	-
(f) Deferred tax assets	5	155.32	92.83
(g) Other Non-current Assets	6	1.41	7.23
		7,147.14	6,006.81
Current assets			
(a) Inventories	7	12.59	14.66
(b) Financial assets			
(i) Trade receivables	8.1	780.69	750.06
(ii) Cash and cash equivalents	8.2	179.67	11.80
(iii) Other financial assets	8.3	727.45	395.87
(c) Current tax assets	9	189.83	177.83
(d) Other current assets	10	460.05	371.81
		2,350.28	1,722.02
		9,497.42	7,728.83
TOTAL ASSETS			
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	1,338.00	1,275.00
(b) Other equity	12	(2,365.46)	(467.80)
(c) Money Received against Share Warrants		-	-
		(1,027.46)	807.20
Non controlling Interest		15.17	76.81
Liabilities			
Non-Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	13.1	6,625.97	3,719.25
(ii) Other financial liabilities	13.2	1,442.99	526.73
(b) Provisions	14	79.95	69.51
(c) Other non-current liabilities	15	24.26	73.95
		8,173.17	4,389.44
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16.1	798.32	809.80
(ii) Trade Payables	16.2	118.57	104.52
(ii) Other financial liabilities	16.3	779.32	669.17
(b) Current tax liabilities		-	18.30
(c) Other current liabilities	17	600.64	810.64
(d) Provisions	18	39.68	42.96
		2,336.53	2,455.39
		9,497.42	7,728.83
TOTAL EQUITY AND LIABILITIES			

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date

For RAMANATHAM & RAO

Chartered Accountants

Firm Registration. No. 002934S

Sd/-

(V V Lakshmi Prasanna A)

Partner

ICAI Membership No. 243569

UDIN: 23243569BGXBW7853

Place: Hyderabad

Date: 30.05.2023

For and on behalf of the Board

Sd/-

M. SATYENDRA

Chairman & Managing Director

(DIN: 01843557)

Sd/-

M. SUNITHA

Director

(DIN:06741426)

Sd/-

J V RAMAKRISHNA

CFO

Sd/-

DIVYA AGRAWAL

Company Secretary

(M NO: 48143)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2023

All amounts in Lakhs unless otherwise stated

Particulars	Note No.	Year ended 31 March 2023	Year ended 31 March 2022
I. Revenue from operations	19	1,201.54	2,010.93
II. Other income	20	58.25	915.42
III. Total Income (I + II)		1,259.79	2,926.36
IV. Expenses			
Cost of purchases	21	512.52	495.10
Employee benefit expense	22	1,051.51	1,215.47
Finance costs	23	686.11	936.59
Depreciation and amortization expense	24	98.26	47.42
Other expenses	25	1,176.49	1,062.35
Total expenses		3,524.90	3,756.94
V. Profit/(loss) before tax (III - IV)		(2,265.11)	(830.58)
VI. Tax expense:			
(1) Current tax (including earlier years)			18.29
(2) Deferred tax		(62.59)	(42.02)
VII. Profit/(loss) for the year (V-VI)		(2,202.52)	(806.85)
VIII. Other comprehensive income			
(a) (i) Items that will not be reclassified to profit or loss		(3.11)	12.94
(ii) Tax on items that will not be reclassified to profit or loss			
(b) (i) Items that will be reclassified to profit or loss.		50.25	12.06
(ii) Income tax relating to items that will be reclassified to profit or loss			
Other comprehensive income (net of tax)		47.14	25.00
IX. Total comprehensive income for the year		(2,155.38)	(781.85)
Profit for the year Attributable to:			
Owners of the parent		(2,140.86)	(739.80)
Non-controlling interests		(61.66)	(67.05)
Total comprehensive income for the year Attributable to:			
Owners of the parent		(2,093.74)	(716.88)
Non-controlling interests		(61.63)	(64.97)
X. Earning per equity share (face value Rs.10 each)	29		
(1) Basic		(16.46)	(6.33)
(2) Diluted		(16.46)	(6.33)

The accompanying Significant accounting policies and notes form an integral part of the consolidated financial statements.

As per our report of even date
For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V Lakshmi Prasanna A)
Partner
ICAI Membership No. 243569
UDIN: 23243569BGXBW7853

Place: Hyderabad
Date: 30.05.2023

For and on behalf of the Board

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

Sd/-
M. SUNITHA
Director
(DIN:06741426)

Sd/-
J V RAMAKRISHNA
CFO

Sd/-
DIVYA AGRAWAL
Company Secretary
(M NO: 48143)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2023

All amounts in Lakhs unless otherwise stated

Particulars	31st March 2023	31st March 2022
Cash Flows from Operating Activities		
Net profit/(loss) before tax	(2,265.11)	(840.38)
Adjustments for :		
Loss of Subsidiary belongs to Minority Share Holders	(61.63)	(69.84)
Depreciation and amortization expense	98.26	57.22
Provision for doubtful debts/advances/ impairment	(105.98)	108.24
Finance cost	646.97	936.59
Payables Written off		(220.17)
Bad debts written off		3.06
Provision for expenses	0.76	(11.35)
Other Comprehensive Income (net of tax)	47.14	25.00
Operating profit before working capital changes	(1,639.59)	(11.62)
Movements in Working Capital		
(Increase)/Decrease in Inventories	2.07	149.01
(Increase)/Decrease in Trade Receivables	89.16	(368.01)
(Increase)/Decrease in Other financial assets	(337.93)	(141.27)
(Increase)/Decrease in Other Current Assets	(88.24)	(138.36)
Increase/(Decrease) in Trade Payables	14.06	62.55
Increase/(Decrease) in Other financial liabilities	(87.36)	(237.66)
Increase/(Decrease) in Other Current liabilities	(18.51)	272.23
Changes in Working Capital	(423.75)	(402.53)
Cash generated from operations	(2,063.34)	(413.12)
Taxes Paid	(12.00)	(0.54)
Net Cash from operating activities (A)	(2,063.34)	(413.66)
Cash flows from Investing Activities		
Purchase of Fixed Assets (Including CWIP)	(33.87)	(327.01)
Increase/(Decrease) in Non Current Investments	(61.63)	14.79
(Increase)/Decrease in loans	-	-
(Increase) in Intangibles under development	(601.20)	(584.56)
Net Cash used in Investing Activities	(1,296.95)	(896.78)
Cash flows from/(used in) Financing Activities		
Amount Received Against Share Warrants	428.40	356.56
Finance cost	(646.970)	(936.59)
Proceeds from Long term borrowings	2,906.71	3,678.28
Increase/(Decrease) in Other Non-Current liabilities	(57.55)	(665.24)
Increase/(Decrease) in Other Non-Current assets	5.82	4.71
Changes in other financial liabilities	915.50	(1,237.21)
Proceeds from/(Repayment of) Short-term borrowings	(11.73)	(10.94)
Net Cash used in Financing Activities	3,540.18	1,189.57
Net Increase/(Decrease) in cash and cash equivalents	167.89	(120.88)
Cash and Cash equivalents at the beginning of the year	11.80	132.68
Cash and Cash equivalents at the end of the year (Refer Note 10)	179.69	11.80

Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act 2013. The accompanying notes are an integral part of the financial statements.

As per our report of even date
For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V Lakshmi Prasanna A)
Partner
ICAI Membership No. 243569
UDIN: 23243569BGXBW7853

Place: Hyderabad
Date: 30.05.2023

For and on behalf of the Board

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

Sd/-
J V RAMAKRISHNA
CFO

Sd/-
M. SUNITHA
Director
(DIN:06741426)

Sd/-
DIVYA AGRAWAL
Company Secretary
(M NO: 48143)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023

a. Equity share capital

All amounts in Lakhs unless otherwise stated

Particulars	Note	31 st March 2023
		Amount in Rs.
Balance as at 31st April, 2021	11	11,85,86,000
Changes during the year		89,14,000
Balance as at 31st March, 2022		12,75,00,000
Changes during the year		63,00,000
Balance as at 31st March, 2023		13,38,00,000

b. Other equity All amounts in Lakhs unless otherwise stated

Particulars	Note	Reserves and Surplus					Money Received against Share Warrants	Total
		Capital Reserve	Securities Premium Reserve	Retained Earnings	Other items of Other Comprehensive Income	Translation Reserve		
Balance as at 31st March, 2021	11	0.10	3,212.17	(3,994.39)	-	127.27	-	(654.85)
Premium on Issue of Equity Shares		-	-	-	-	-	-	-
Share Warrants Issued during the period		-	-	-	-	-	356.56	356.56
Shares Allotment made during the period		-	901.85	-	-	-	(356.56)	545.29
Profit/(loss) for the year		-	-	(739.80)	12.94	12.06	-	(714.81)
Balance as at 31st March, 2022		0.10	4,114.03	(4,734.19)	12.94	139.33	-	(467.80)
Premium on Issue of Equity Shares		-	365.40	-	-	-	-	365.40
Share Warrants Issued during the period		-	-	-	-	-	428.40	428.40
Shares Allotment made during the period		-	-	-	-	-	(428.40)	(428.40)
Profit for the year		-	-	(2,310.20)	(3.11)	50.25	-	(2,263.06)
Balance as at 31st March, 2023		0.10	4,479.43	(7,044.30)	9.83	189.58	-	(2,265.46)

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date
For RAMANATHAM & RAO
Chartered Accountants
Firm Registration. No. 002934S

Sd/-
(V V Lakshmi Prasanna A)
Partner
ICAI Membership No. 243569
UDIN: 23243569BGXBW7853

Place: Hyderabad
Date: 30.05.2023

For and on behalf of the Board

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

Sd/-
M. SUNITHA
Director
(DIN:06741426)

Sd/-
J V RAMAKRISHNA
CFO

Sd/-
DIVYA AGRAWAL
Company Secretary
(M NO: 48143)

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2023

Note : 1

1 Company Information:

Athena Global Technologies Limited ('the Holding Company') and its subsidiaries (together "the Group") are engaged in Software Development & Consulting, Real Estate Activities and IT enabled business support services. The accompanying Consolidated Financial Statements includes the accounts of Head Office in India and overseas branches in USA and UK.

2 Significant Accounting Policies:

This note provides a list of the significant accounting policies adopted in the preparation of the Consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of Compliance:

The Consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017, the relevant provisions of the Companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. The presentation of financial statements is based upon Ind AS Schedule III of Companies Act, 2013.

b) Basis of preparation:

The Consolidated Financial Statements (CFS) include the financial statements of the group and its subsidiary companies.

The assets, liabilities, income and expenses of the subsidiary companies is aggregated and consolidated line by line. Profit or loss and each component of other comprehensive income are attributed to the owners. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values as per Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The interest of non-controlling shareholders is initially measured either at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by - acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries

c) Use of estimates and critical accounting judgements:

In preparation of the Consolidated Financial Statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

d) Revenue Recognition:

i) The Business Income

The Company earns revenue from Sale of Software services, IT enabled & Business Support Services and the Sale of Flats.

Revenue is recognized, when the company satisfies a performance obligation by transferring a promised good or service to its customers. The company considers the terms of the contract and its customary business practices to determine the

transaction price. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

ii) Other income

Interest Income is recognised on time proportion basis taking in to account the amount outstanding and the rate applicable.

e) Borrowing Costs:

'Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.

Other borrowings costs are expensed in the period in which they are incurred.

f) Employee Benefits:

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave is not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Gratuity obligations

The liability or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

(iv) **Defined contribution plans**

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

g) Income Taxes:

Tax expense for the year comprises current and deferred tax.

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they are related to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

h) Property, plant and equipment(PPE):

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, upto the date the asset is ready for its intended use.

All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, Plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

i) Expenditure during Product Development period:

Expenditure during Development period (including finance cost related to borrowed funds for construction or acquisition of

qualifying PPE) is included under Capital Work-in-Progress and the same is allocated to the respective PPE on the completion of their development.

j) Depreciation:

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on the straight line method over the useful lives as prescribed in Schedule II to the Act.

k) Impairment of Assets:

Intangible assets and property, plant and equipment: Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

l) Inventories:

(i) Computer Software and Course Material

inventories are valued at Lower of Cost and Net Realisable Value, Including necessary provision for Absolence.

(ii) Land given for Development and the Flats received there from

The Land is initially recognised as Investment Property now converted as Stock in trade after entering in to the JDA for development. Investment property measured initially at cost, including transaction costs. Subsequent to initial recognition. Now the Flats Received from the Development are our inventories and are valued at Lower of Cost and Net Realisable Value, Including necessary provision for Absolence.

m) Provisions, Contingent Liabilities and Contingent Assets :

The Company recognises provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to the reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognized in Consolidated Financial Statements since this may result in the recognition of income that may never be realised.

n) Financial instruments:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

A. Financial assets

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in case where the company has made an irrevocable selection based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

B. Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and unsecured loans are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a

financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Contingency Reserve

The Company transfers to Contingency Reserve out of the Surplus in the Statement of Profit and Loss, such amounts as the Management considers appropriate based on their assessment to meet any contingencies relating to substantial expenditure incurred during the maintenance period of a contract, non-realisation of contract bills earlier recognised as income and claims, if any, lodged by the contractees or by sub-contractors or by any third party against the Company in respect of completed projects for which no specific provision has been made.

o) Earnings Per Share :

The basic earnings per share is computed by dividing the profit/(loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, profit/(loss) for the year attributable to the equity shareholders and the weighted average number of the equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Cash and cash equivalents:

Cash and cash equivalents include cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

q) Transactions in Foreign Currencies:

The Consolidated Financial Statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the Consolidated Financial Statements.

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

r) Segment Reporting - Identification of Segments:

The company's corporate strategy aims at creating multiple drivers of growth anchored on its core competence. The company is currently focused on three segments. The business segments comprise the following:

- (a) Software services : Software development and maintenance services.
- (b) Online Pharmacy Platform services: provision of software platform and business support services using Software.
- (c) Online trade of pharmaceutical products: Revenue from Sale of Pharmaceutical Products
- (d) Online Education Services
- (e) Real Estate: Revenue from Sale of flats

s) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

t) Dividend Distribution

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

u) Rounding off amounts

All amounts disclosed in the Consolidated Financial Statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

v) Impact of COVID-19 Key accounting judgements, estimates and assumptions.

The threats posed by the coronavirus outbreak are multifold. In many countries, businesses have been forced to cease or limit their operations for long or indefinite periods of time. Even in India the outbreak has been declared epidemic and on March 24, 2020, the Government of India ordered a nationwide lockdown, limiting movement of the population of India as a preventive measure against the COVID-19 pandemic. As a result, most businesses throughout the world are dealing with lost revenue and disrupted supply chains. The disruption to global supply chains due to factory shutdowns has already exposed the vulnerabilities of many organizations.

The Company considered the uncertainty relating to the COVID-19 pandemic in assessing the recoverability of receivables, goodwill, intangible assets, investments and other assets. For this purpose, the Company considered internal and external sources of information up to the date of approval of these financial statements. The Company has also used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis. Based on its current estimates, the Company expects to fully recover the carrying amount of receivables, goodwill, intangible assets, investments and other assets.

As the outbreak continues to evolve, the Company will continue to closely monitor any material changes to future economic conditions.

The preparation of the Financial Statements required the Management to exercise judgements and to make estimates and assumptions. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the Balance Sheet date in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial statements and has used internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic.

(vi) Note on “Code on Security, 2020”

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

w) Recent Accounting Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian

Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 01, 2023, as below:

Ind AS 1 - Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The company does not expect this amendment to have any significant impact in its standalone financial statements.

Ind AS 12 - Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The company does not expect this amendment to have any significant impact in its standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The company does not expect this amendment to have any significant impact in its standalone financial statements

Notes to financial statements for the year ended 31st March 2023

3.1 Property, plant and equipment

All amounts in Lakhs unless otherwise stated

Sr. No.	Particulars	Freehold Land	Office Equipment	Furniture and Fixtures	Computers	Vehicles	Electrical Installations	Air Conditioning	Others intangible assets	Trade Marks	Total
1	Gross Carrying Value	250.74	30.78	53.95	114.96	92.92	4.77	0.28	2,641.93	0.15	3,190.48
	As at 31st March 2021	-	9.88	17.00	66.82	-	0.55	-	1,007.73	-	1,101.98
	Additions / Adjustments	-	-	-	-	-	-	-	-	-	-
	As at 31st March 2022	250.74	40.66	70.95	181.78	92.92	5.32	0.28	3,649.66	0.15	4,292.46
	Additions	-	2.72	8.06	22.45	-	0.63	-	-	-	33.86
	Disposal / Adjustments	-	-	-	-	-	-	-	65.56	-	65.56
2	As at 31st March, 2023	250.74	43.38	79.01	204.23	92.92	5.95	0.28	3,584.10	0.15	4,260.76
	Depreciation	-	-	-	-	-	-	-	-	-	-
	As at 31st March 2021	-	23.60	21.94	63.59	58.30	3.39	0.08	88.93	0.13	259.96
	Additions	-	3.22	8.36	33.17	11.68	0.69	0.02	44.43	-	101.57
	Disposal / Adjustments	-	-	-	-	-	-	-	-	-	-
	As at 31st March, 2022	-	26.82	30.30	96.76	69.98	4.08	0.10	133.36	0.13	361.53
	Additions	-	4.89	8.76	45.80	11.68	0.67	0.02	-	-	71.81
	Disposal / Adjustments	-	-	-	-	-	-	-	-	-	-
	As at 31st March, 2023	-	31.71	39.06	142.55	81.66	4.75	0.12	133.36	0.13	433.34
3	Net Block	-	-	-	-	-	-	-	-	-	-
	As at 31st March, 2021	250.74	7.18	32.01	51.37	34.62	1.39	0.20	2,553.00	0.02	2,930.52
	As at 31st March, 2022	250.74	13.84	40.65	85.02	22.95	0.18	0.20	3,516.30	0.02	3,930.54
	As at 31st March, 2023	250.74	11.68	39.95	61.68	11.26	1.20	0.16	3,450.74	0.02	3,827.43

3.1. Capital work-in-progress

As on March 31, 2023

a) CWIP AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended				55.53	55.53

As on March 31, 2022

a) CWIP AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended				55.53	55.53

3.2 Intangibles under Development

As on March 31, 2023

Intangible Assets Under Development

a) INTANGIBLE ASSETS UNDER DEVELOPMENT AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in Intangible assets under development for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended	632.34	531.70	356.80	899.99	2420.83

As on March 31, 2022

Intangible Assets Under Development

a) INTANGIBLE ASSETS UNDER DEVELOPMENT AGEING SCHEDULE

(Amount in Rs.)

CWIP	Amount in Intangible assets under development for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress Projects temporarily suspended	568.82	371.46	268.85	631.14	1840.27

4.1. Other Financial Assets (non-current)

All amounts in Lakhs unless otherwise stated

Particulars	31 March 2023	31 March 2022
Rent deposits	81.90	75.54
Electricity Deposits	4.48	4.48
TOTAL	86.37	80.02

5. Deferred tax Asset (net)

Particulars	31 March 2023	31 March 2022
(i) Deferred tax liabilities on timing difference due to: Depreciation	36.65	(4.89)
(ii) Deferred tax assets on account of: Employee benefits	20.67	2.83
On Account of Sec 43B of Incometax act On Account of Depreciation	98.00	94.89
Deferred tax Asset (net)	155.32	92.83

6. Other Non Current Assets

Particulars	31 March 2023	31 March 2022
Capital Advances	1.41	1.41
Other receivables	-	5.82
TOTAL	1.41	7.23

7. Inventories

Particulars	31 March 2023	31 March 2022
Inventory of Goods	12.49	14.56
Cost Of Flats	0.10	0.10
TOTAL	12.59	14.66

8.1. Trade Receivables

Particulars	31 March 2023	31 March 2022
Unsecured, considered good	661.69	822.26
Add/Less: Expected Credit Loss	105.98	(108.24)
Secured, considered good	13.01	36.03
TOTAL	780.69	750.06

No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person

7.1 Trade Receivables ageing schedule

As on March 31, 2022 (Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment*					Total*
	Less than 6 months	6 months -1Years	1-2 Years	2-3 Years	More Than 3 Years	
(i) Undisputed Trade receivables – considered good	124	4.94	328.80	292.32	-	750.06
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables – considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
TOTAL	124	4.94	328.80	292.32	-	750.06

7.2 Trade Receivables ageing schedule

As on March 31, 2023 (Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment*					Total*
	Less than 6 months	6 months -1Years	1-2 Years	2-3 Years	More Than 3 Years	
(i) Undisputed Trade receivables – considered good	42.82	179.66	-	-	558.21	780.69
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables – considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
TOTAL	42.82	179.66	-	-	558.21	780.69

8.2. Cash and Cash Equivalents

Particulars	31 March 2023	31 March 2022
a) Balances with banks in current accounts	165.21	11.58
b) Cash On Hand	14.46	0.22
TOTAL	179.67	11.80

8.3. Loans and Advances (current)

Particulars	31 March 2023	31 March 2022
Loans to Employees	344.39	71.31
Advances to Others	271.46	254.64
Other Recivables	43.97	69.92
TOTAL	659.83	395.87

9. Current tax assets (net)

Particulars	31 March 2023	31 March 2022
TDS Receivable	47.35	35.35
Income tax Paid under Protest	142.47	142.47
TOTAL	189.83	177.83

10. Other current assets

Particulars	31 March 2023	31 March 2022
Service Tax Receivable	54.10	54.10
Cenvat , VAT & GST credit available	302.91	258.24
Advance to Creditors	-	1.06
Prepaid Expenses	23.96	13.26
Advances to Expenses	14.58	25.27
Others receivable	44.10	
intrest receivable	68.31	
Security Deposits	16.50	16.67
Bills for Collection	3.21	3.21
TOTAL	527.66	371.81

11. Equity share capital

Particulars	31 March 2023	31 March 2022
<u>AUTHORIZED</u>		
1,50,00,000 equity shares of Rs. 10/- each (2023 - 1,50,00,000, 2022 - 1,40,00,000 equity shares of Rs.10/- each)	1,500.00	1,400.00
TOTAL	1,500.00	1,400.00
<u>ISSUED, SUBSCRIBED & PAID-UP CAPITAL</u>		
equity shares of Rs. 10/- each (2023 - 1,33,80,000 , 2022 - 1,27,50,000, equity shares of Rs.10/- each)	1,338.00 -	1,275.00 -
TOTAL	1,338.00	1,275.00

(A) Movement in equity share capital:

Particulars	Number of shares	Amount
Balance at March 31, 2021	1,18,58,600	1,185.86
Movement during the year	8,91,400	89.14
Balance at March 31, 2022	1,27,50,000	1,275.00
Movement during the year	6,30,000	63.00
Balance at March 31, 2023	1,33,80,000	1,338.00

(B) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at 31 March 2023		As at 31 March 2022		Percentage of Change
	No. of Shares	% holding	No. of Shares	% holding	
M. Satyendra	69,90,612	52.25	63,60,612	49.89	4.72%
M. Sunitha	9,71,326	7.26	9,71,326	7.62	-4.73%

(C) Terms/Rights attached to equity shares

The company has only one class of equity shares having a face value of Rs. 10/- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

12. Other equity

Particulars	31 March 2023	31 March 2022
Capital Reserve		
Opening Balance	0.10	0.10
TOTAL	0.10	0.10
Securities Premium Reserve		
Opening Balance	4,114.03	3,212.17
Add: Premium on Issue of Equity Shares	365.40	901.85
Closing balance	4,479.43	4,114.03
Retained Earnings		
Opening balance	(4,734.18)	(3,994.38)
Translation reserve transferred to retained earnings	-	-
Deferred Tax Asset on Ind AS adjustments (Depreciation)	(169.34)	-
Profit for the year	(2,140.86)	(739.80)
Closing balance	(7,044.38)	(4,734.18)
Other items of Other Comprehensive Income		
Opening balance	12.93	
Profit for the year	(3.11)	12.93
Closing balance	9.82	12.93
Translation Reserve		
Opening balance	139.33	127.27
Add: Translation reserve for the current year	50.25	12.06
Closing balance	189.58	139.33
Money Received against Share Warrants		
Opening balance	-	-
Amount Received during the period	428.40	356.56
Shares Allotment made during the period	(428.40)	(356.56)
Closing balance	-	-
TOTAL	(2,368.46)	(467.80)

Nature and purpose of other reserves

(i) **Capital reserve**

Capital reserve is a sum earmarked for specific purposes or long-term projects or mitigating capital losses or any other long-term contingencies.

(ii) **Securities premium reserve**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(iii) **Translation Reserve**

The exchange differences arising from the translation of financial statements of Foreign operations with functional currency other than Indian rupees is recognised in Other Comprehensive Income and presented with equity in the Foreign Currency translation reserve.

(iv) **Money Received against Share Warrants**

During the year, the Company has issued 6,30,000-share Warrants (Previous year 8,91,400) to Promoters and the company has converted the shares for the 6,30,000 share warrants in to equity during the year (Previous Year Allotment 8,91,400).

13.1. Borrowings (non-current)

Particulars	31 March 2023	31 March 2022
Non- current		
a) Secured loans		
long term maturity of debts	6,581.93	3,711.51
b) Directors	-	6.19
c) Others Associate Enterprises	-	1.55
b) Unsecured loans	-	
Loans from related parties		
(i) Holding company	-	
(iii) Others	44.04	
TOTAL	6,625.97	3,719.25

Note:

- All that part and parcel of semi-finished entire 15th Floor including Common area together with proportionate undivided share in land along with proportionate Car parking slots allotted in the IT /ITES complex named as "CENTAURUS" in the notified SEZ area covered under Sy. No. 203/part situated at Manikonda Jagir village, Rajendernagar Mandal and GHMC Circle -11 in Ranga Reddy District in Telangana State is hypothecated against the Term Loan Availed from Axis Finance Limited.
- All the piece and parcel of Block A on 16th Floor including Common area of 62,524.50 sq. feet together with proportionate undivided share of 706.60 Sq yards in land out of total area of 24,200 Sq yards along with proportionate Car parking slots allotted in the basement area in the IT /ITES complex named as "CENTAURUS" in the notified SEZ area covered under Sy. No. 203/part situated at Manikonda Jagir village, Rajendernagar Mandal and GHMC Circle -11 in Ranga Reddy District in Telangana State is hypothecated against the Term Loan Availed from Aditya Birla Finance Ltd.

13.2. Other financial liabilities (non-current)

Particulars	31 March 2023	31 March 2022
Security deposits received for land Development	1,400.00	538.81
Less Ind AS Adjustment	-	(39.49)
Others	42.99	27.41
TOTAL	1,442.99	526.73

14. Provisions (non-current)

Particulars	31 March 2023	31 March 2022
Provision for employee benefits		
- Leave encashment	22.43	19.59
- Gratuity	57.52	49.92
TOTAL	79.95	69.51

15. Other non-current liabilities

Particulars	31 March 2023	31 March 2022
Deferred Income- Security Deposit	24.26	73.95
TOTAL	24.26	73.95

16.1. Borrowings (Current)

Particulars	31 March 2023	31 March 2022
Repayable on demand		
From Related Parties		
i) Directors	0.29	61.16
ii) Associate Enterprises	55.13	155.50
From Other	742.90	593.14
TOTAL	798.31	809.80

16.2. Trade Payables

Particulars	31 March 2023	31 March 2022
Dues to micro and small enterprises (refer note below)	-	-
Dues to other than micro and small enterprises	118.57	104.52
TOTAL	118.57	104.52

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at	As at
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year	-	-
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of the each accounting year	-	-
v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Trade Payables aging schedule

As on March 31, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	-	-	-	-
ii) Others	51.23	67.34	-	-	118.57
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-

As on March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	-	-	-	-
ii) Others	67.34	37	-	-	104.52
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-

16.3. Other financial liabilities (current)

Particulars	31 March 2023	31 March 2022
Current maturities of Long term Loans	7.61	7.61
Interest Payable on Unsecured Loans	156.54	1.27
Creditors for Expenses	407.60	412.48
Salaries Payable	165.12	184.30
Rent Payable	42.45	21.61
Out Standing Expenses	-	41.90
TOTAL	779.32	669.17

17. Other current liabilities

Particulars	31 March 2023	31 March 2022
Statutory Dues	555.98	807.45
Advance from Creditors	4.43	3.19
Other Payables	40.23	
TOTAL	600.64	810.64

18. Provisions (Current)

Particulars	31 March 2023	31 March 2022
Employee benefits		
Gratuity	30.29	32.95
Provision for Leave Encashment	0.17	0.07
Provision for Expenses Payable	9.22	9.94
TOTAL	39.68	42.96

19. Revenue from operations

All amounts in Lakhs unless otherwise stated

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Sale of Service		
(i) Domestic Sales	545.61	551.82
(ii) Export Sales	655.93	1,220.21
(iii) Sale of Falts	-	238.90
TOTAL	1,201.54	2,010.93

20. Other income

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Provision No Longer required	-	100.31
Foreign Currency Exchange gain	15.74	69.85
Deferred income on fair value of security	-	624.79
Other Income	3.78	119.86
Interest on Security Deposit	38.73	-
Interest received	-	0.61
TOTAL	58.25	915.42

21. Cost of purchases

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Cost of flats sold	-	0.29
Cost of goods sold	512.52	494.81
TOTAL	512.52	495.10

22. Employee benefits expense

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Salaries, wages and bonus	989.20	1,130.60
Contribution to provident and other funds	32.61	48.76
Staff welfare expenses	26.54	16.64
Gratuity & Leave Encashment	3.16	19.47
TOTAL	1,051.51	1,215.47

23. Finance costs

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Interest and Finance charges	623.98	923.94
Notional Interest Expense	39.49	-
Bank Charges	22.64	12.66
TOTAL	686.11	936.59

24. Depreciation and amortization expense

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Depreciation of property, plant and equipment	98.26	47.42
TOTAL	98.26	47.42

25. Other expenses

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Power and Fuel	38.39	26.31
Repairs and Maintenance	52.02	62.69
Travelling Expenses	53.63	23.37
Packing and Distribution Charges	22.48	20.73
Sales Promotion / Gift Expenses	32.97	36.03
Advertisement Expenses	28.36	60.96
Insurance Premium Expenses	16.87	17.80
Rent Expenses	198.77	170.64
Rates and Taxes	16.50	17.06
Audit Fee:		
Statutory Audit fees	3.56	2.75
Internal Audit fee	1.20	0.40
Tax Audit Fees	0.30	0.30
Other Audit Services	-	0.65
Audit expenses	0.42	0.23
Interest on TDS	11.70	3.05
Legal and Professional Consultancy Fees	463.60	284.49
Printing and Stationery Expenses	4.99	2.99
Postage, Telephones, Courier, Internet & E-mail	21.07	20.71
Conveyance Expenses	25.21	13.07
Security Expenses	3.32	3.04
Subscription and Membership Fees	38.23	19.54
Donations	6.32	1.69
License Fees	17.74	34.58
Office Expenses	17.40	3.23
Exchange Fluctuation Expense	(12.63)	4.81
Bank Charges	1.35	1.98
Late fee & Penalties	11.09	28.34
AGM Expenses	7.77	8.29
Man Power Costs	75.32	24.28
Platform Services	15.64	14.93
Inventory management charges	0.40	3.20
Expected Credit Loss on Debtors	(105.98)	108.23
Recruitment and Training Expenses	0.40	3.94
Sitting Fee	-	1.25
Logistics Expenses	34.83	25.19
Bad Debts Written Off	31.75	0.03
Balances Written off	-	2.00
Call Centre Charges	-	7.05
Provision for expenses	7.43	(2.62)
AWS Service Charge	20.51	
Other Office Expenses	13.56	5.14
TOTAL	1,176.49	1,062.35

26. Income Tax

A reconciliation of the Income Tax provision to the amount computed by applying the statutory income tax rate to the net profit before tax is summarized as follows:

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Profit before tax	(2,265.11)	(830.58)
Enacted Tax rates for the financial year	27.82%	27.82%
Effect of:		
Losses of subsidiaries Not allowable for tax	1,228.50	921.33
Expenses not deductible for Tax purposes	104.97	735.20
Expenses deductible for Tax purposes	66.11	796.20
Taxable at Special Rates	-	-
Tax Payable	-	18.29
Effective tax rate	0.00%	0.02

27. Employee Benefits

(i) Leave obligations

The leave obligation covers the Company's liability for earned leave which is unfunded.

(ii) Defined contribution plans

The Group has defined contribution plan namely Provident fund. Contributions are made to provident fund at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contributions plan is as follows:

Particulars	31 March 23	31 March 22
Group's Contribution to Provident Fund	32.61	48.76

(iii) Post-employment obligations

a) Gratuity:

The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as at the year ended March 31, 2023 are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
I. Change in Benefit obligation :		
Present value of obligation as at the beginning	84.21	64.59
Interest Cost	5.17	8.50
Current Service Cost	15.83	14.74
Benefits paid	(15.63)	(9.07)
Actuarial (gain) / loss	-	(1.17)
Present value of obligation at the end of the period	84.21	77.59
II. Expenses to be recognized in the Statement of Profit & Loss :		
Interest Cost	5.17	8.50
Current Service Cost	15.83	14.74
Expected return on Plan Assets	-	-
Net Actuarial (gain)/loss recognized in the period	-	-
Premium Expense	-	-
Expenses recognized in the statement of Profit & Loss	21.00	23.24
III. Amounts to be recognized in the Balance Sheet:		
Present value of Obligation as at the end of the period	4.60	77.59
Fair value of Plan Assets at the end of the period	-	-
Funded Status	84.60	77.59
Unrecognised Past Service cost	-	-
IV. Principal Assumptions:		
Discounting Rate	7.50% p.a	7.75% p.a
Salary Escalation Rate	10% p.a	10% p.a

V) Significant estimates and sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in key assumptions is:

Particulars	Key assumptions		Defined benefit obligation					
			Increase in assumption by			Decrease in assumption by		
	31 March 2023	31 March 2022	Rate	31 March 2023	31 March 2022	Rate	31 March 2023	31 March 2022
Discount rate	7.50%	7.00%	1%	(5.90)	3.94	1%	6.85	16.85
Salary growth rate	10.00%	10.00%	1%	6.62	16.63	1%	(5.85)	5.58
Withdrawal rate	10.00%	10.00%	1%	(1.56)	2.54	1%	1.76	6.72

The above sensitivity analysis is based on a change in each assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

V) Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

28. Related Party Disclosures:

Names of related parties and nature of relationships:

Names of the related parties	Nature of relationship
A. Key Management Personnel	
i) M. Satyendra	Chairman & Managing Director
ii) M. Sunitha	Director
iii) J V Rama krishna	CFO
iv) Divya Agrawal	Company Secretary & Compliance officer
C. Vishwashree Enterprises Private Limited	Enterprise in which Directors have Substantial Interest

D. Transaction with Related Parties

Particulars	Nature of relationship	2022-2023	2021-2022
M. Satyendra	Remuneration	48.00	48.00
Rajesh Katragadda	Sitting fee	-	0.75
M. Satyendra	Loans Received	404.73	39.73
M. Satyendra	Loans Repaid	421.76	28.51
M. Sunitha	Loans Received	24.41	277.00
M. Sunitha	Loans Repaid	68.25	233.14
Vishwashree Enterprises Private Limited	Loans Received	235.10	1,027.26
Vishwashree Enterprises Private Limited	Loans Repaid	387.90	893.31
Divya Agarwal	Remuneration	7.66	6.46
J V Ramakrishna	Remuneration	10.64	6.60
Vishwashree Enterprises Private Limited	Interest on Loan	7.08	15.29

29. Earnings per Share(EPS):

Names of the related parties	As at March 31, 2023	As at March 31, 2022
Profit/ (Loss) after Tax	(2,202.52)	(806.85)
The weighted average number of ordinary shares for		
Basic EPS (No's)	1,33,80,000	1,27,50,000
Diluted EPS (No's)	1,33,80,000	1,27,50,000
The nominal value per Ordinary Share (EPS) ₹	10.00	10.00
Earnings per Share (EPS) ₹		
Basic	(16.46)	(6.33)
Diluted	(16.46)	(6.33)

30. Contingent liabilities and commitments

Particulars	As at March 31, 2023	As at March 31, 2022
a. Contingent liabilities		
Claims against the company not acknowledged as debt		
(i) Disputed liability in respect of Income Tax demands relating to A.Y 2016-17 pending at Income tax department, (CIT)	380.38	380.38
(ii) Disputed liability in respect of interest U/S 7Q and Damages u/b14B of the Employment Provident Fund and Misc. Provisions Act, 1952 pending on the Hon'ble High Court for the state of Telangana. The Company has already paid 50% of the demand raised (i.e. 24,15,510/- against the applie filed.	48.31	48.31
Total	428.69	428.69

31. Segmental Reporting :

The company's corporate strategy aims at creating multiple drivers of growth anchored on its core competence. The company is currently focused on three segments.

The business segments comprise the following:

- (a) Software services : Software development and maintenance services
- (b) Real Estate: Revenue from Sale of flats
- (c) IT enabled & Business support services: provision of B2B software platform and business support services in pharmaceuticals segment.

The segment wise Revenue, Results, Assets and Liabilities figures related to the respective amounts directly identifiable to each of the segments. Unallocable expenditure include expenses incurred on common services at the corporate level.

PARTICULARS	Year Ended	
	March 31, 2023	March 31, 2022
1. Segment Revenue		
(a) Software services	672.17	1,510.24
(b) Online Pharmacy Plat form Services	11.07	42.20
(c) Online Trade of pharmaceutical products	523.17	491.18
(d) Online Education Services	14.65	19.25
(e) Real Estate	38.73	863.69
Gross Revenue from sale of Products and services	1,259.79	2,926.35
2. Segment Results		
(a) Software services	(781.28)	(158.22)
(b) Online Pharmacy Plat form Services	(424.31)	(381.68)
(c) Online Trade of pharmaceutical products	(315.81)	(163.35)
(d) Online Education Services	(741.94)	(376.30)
(e) Real Estate	(1.77)	239.17
Profit before tax	(2,265.11)	(840.38)

PARTICULARS	Year Ended	
	March 31, 2023	March 31, 2022
3. Segment Assets		
(a) Software services	5,551.10	4,755.06
(b) Online Pharmacy Plat form Services	2,240.50	1,662.74
(c) Online Trade of pharmaceutical products	217.91	202.59
(d) Online Education Services	1,458.32	1,042.38
(e) Real Estate	29.58	66.07
Total Assets	9,497.41	7,728.84
4. Segment Liabilities		
(a) Software services	5,396.38	4,779.34
(b) Online Pharmacy Plat form Services	1,484.66	261.87
(c) Online Trade of pharmaceutical products	791.10	202.59
(d) Online Education Services	1,489.80	1,042.38
(e) Real Estate	1,347.76	558.64
Total Liabilities	10,509.70	6,844.83

32. Financial risk management

The Group is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Group.

A. Market Risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables.

(i) Foreign Currency Risks:

The Company is exposed to currency risk on account of its borrowings and other payables in foreign currency. The functional currency of the Company is Indian Rupee.

B. Credit Risk:

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current held-to maturity financial assets.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. Cash and other collaterals are obtained from customers when considered necessary under the circumstances.

The carrying amount of trade receivables, loans, advances, deposits, cash and bank balances and bank deposits represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others.

The credit quality of financial assets is satisfactory, taking into account the allowance for credit losses.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with

the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date on an individual basis for major receivables. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

(i) Credit risk on cash and cash equivalents and other bank balances is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external agencies.

(ii) Credit risk on trade receivables and other financial assets is evaluated as follows:

Particulars	31 March 2023	31 March 2022
Period (in days)		
1 – 180	737.87	124.00
More than 180	2.82	626.06
Total	780.69	750.69

(iii) The details of changes in allowance for credit losses during the year

Particulars	For the Year Ended 31 March	
	2023	2022
Balance at the beginning of the year	399.69	291.46
Impairment of Trade receivables	(105.98)	108.23
Balance at the end of the year	293.71	399.69

(iv) Significant estimates and judgements

Impairment of financial assets:

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Company's treasury maintains flexibility in funding by maintaining availability under deposits in banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements:

The company had access to the following undrawn borrowing facilities at the end of the reporting period

Particulars	As at	
	31 March 2023	31 March 2022
Expiring within one year (bank overdraft and other facilities)	-	-

(ii) Maturities of Financial liabilities

Contractual maturities of financial liabilities as at :

Particulars	Gross Carrying Amount	Less than one year	More than one year
As on March 31 2023			
Borrowings	7,424.28	798.31	6,625.97
Other financial liabilities	2,222.31	779.32	1,442.99

33. Capital management

Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

Particulars	31 March 2023	31 March 2022
Borrowings		
Current	798.31	809.80
Non current	6,625.97	3,719.25
Total Debt	7,424.28	4,529.05
Equity		
Equity share capital	1,338.00	1,275.00
Other equity	(2365.46)	(467.80)
Total capital	(1,027.46)	807.20
Gearing ratio in % (Debt/ capital)	(722.58)%	561.08%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2023 and 31 March 2022.

34. Receipts in Foreign Currency:

Particulars	2022-2023	2021-2022
Revenue from USA Clients	205.94	355.86
Revenue from UK Clients	481.29	654.30
Total	687.23	1,010.16

35. Expenditure in Foreign Currency:

Particulars	2022-2023	2021-2022
Athena USA - Branch	223.63	84.39
Product development	45.31	-
Foreign Travel -INDIA	3.74	10.10
Total	272.68	94.49

36. Confirmations

Detailed breakup of Party wise/Item wise balances with regard to opening balances in respect of majority of the Assets and Liabilities are not available with the company. On the basis of review made by the management necessary provision has already been made in the books of accounts.

37. Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	31 March 2023	31 March 2022
Non-current Assets		
(a) Property, plant and equipment	11.26	22.95
TOTAL	11.58	22.95

38. Analytical Ratios

Ratio	Numerator	Denominator	Current Year March 31, 2023	Previous Year March 31, 2022	Variance	Reasons
Current ratio (in times)	Total current Assets	Total current liabilities	1.01	0.70	43%	Increase in debtor realisation time
Debt-equity ratio (in times)	Long term liabilities + short term borrowings	Total equity	(8.64)	6.27	-238%	During the year 2022-23, Company has take a new term loan.
Debt service coverage ratio (in times)	Earnings before debt service = Net profit after taxes + non cash operating expenses + Interest + Other non cash adjustments	Debt service = Interest + principle repayments	(2.00)	(0.08)	-2464%	The profits are less as there is a reduction in revenue.
Return on equity ratio (in %)	Profit for the year	Average total equity	19.51	1.17	167169%	The profits are less as there is a reduction in revenue.
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	-	2.77	-100%	Increase in debtor realisation time
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (ie., Total current asstes less Total current liabilities)	87.44	(2.74)	-3289%	Effective management of current assets and current liabilities
Net profit ratio (in %)	Profit for the year	Revenue from operations	(1.83)	0.05	-3936%	The profits are less as there is a reduction in revenue from real estate Operations
Return on capital employed (in %)	Earning before tax and finance cost	Capital employed = Net worth + Deferred tax liabilities	1.33	0.10	1261%	The profits are less as there is a reduction in revenue from real estate
(k) Return on Investment	Inome generated from invested funds	Average invested funds in treasury investmens	-	-	-	NIL returns as the subsidiary incurring losses

39. Other Notes

Previous year's figures have been regrouped/reclassified/recasted wherever necessary to confirm to the current year's presentation.

As per our report of even date

For RAMANATHAM & RAO

Chartered Accountants

Firm Registration. No. 002934S

Sd/-

(V V Lakshmi Prasanna A)

Partner

ICAI Membership No. 243569

UDIN: 23243569BGXBW7853

Place: Hyderabad

Date: 30.05.2023

For and on behalf of the Board

Sd/-

M. SATYENDRA

Chairman & Managing Director

(DIN: 01843557)

Sd/-

M. SUNITHA

Director

(DIN:06741426)

Sd/-

J V RAMAKRISHNA

CFO

Sd/-

DIVYA AGRAWAL

Company Secretary

(M NO: 48143)

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ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Athena Global Technologies Limited.

I hereby record my presence at the 31st Annual General Meeting of the shareholders of Athena Global Technologies Limited on Wednesday 27th September, 2023 at 9.30 A.M. At Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad-500082.

DP ID*	Reg.folio no.
Client ID*	No of shares

*Applicable if shares are held in electronic form

Name and Address of Member

Signature of Shareholder/ Proxy/
Representative (Please Specify)

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FORM NO. MGT-11
PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

CIN	L74140TG1992PLC014182		
Name of the Company	ATHENA GLOBAL TECHNOLOGIES LIMITED		
Registered Office	3rd Floor Western Wing, NCC House Survey No-64, Madhapur, Hyderabad, Telangana -500081		
Name of the Member			
Registered Address			
Email ID			
Folio No/ Client ID		DP ID.:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1 Name :	
Address	
Email ID	Signature
Or failing him	
2 Name :	
Address	
Email ID	Signature
Or failing him	
3 Name :	
Address	
Email ID	Signature
Or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the company, to be held on the 27th day of September, 2023 at 9:30 a.m. At Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad-500082. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No	Resolutions	For	Against
1.	To receive, consider and adopt the Standalone and Consolidated Financial Statements for the Financial year ended 31.03.2023 and the Report of the Board of Directors and the Auditor's report thereon.		
2.	To appoint a director in place of Mr. Satyendra Manchala (DIN: 01843557), who retires by rotation and being eligible, offers himself for re- appointment.		
3.	Appointment of Mr. Maddi Venkata Sudarsan as Director of the Company		
4.	Appointment of Mr. Maddi Venkata Sudarsan (DIN-00988521) as an Independent Director of the Company		

Signed this day of 2023.

Affix
Revenue
Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK-POST

If undelivered, please return to :

ATHENA GLOBAL TECHNOLOGIES LIMITED

3rd Floor, Western Wing, NCC House,

Survey No-64, Madhapur,

Hyderabad -500081