

Date: 20th March, 2023

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

Dear Sir,

Sub.: Postal Ballot Notice

Scrip code: 517429

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

With reference to the captioned subject, we are enclosing herewith the notice of postal ballot dated 14th March, 2023 seeking approval of members of the Company by way of:

1. Special Resolution- For Issue of Warrants Convertible into Equity Shares on Preferential basis.
2. Special Resolution- Re-appointment of Mr. M Satyendra as Chairman and Managing Director of the Company.

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

Sl. No	Particular	Schedule
1	Cut - off Date for identification of voting rights of members	17 th March 2023
2	Relevant Date	20 th March 2023
3	Date and time of commencement of remote e-voting	21 st March 2023 at 10 a.m. (10.00 hours IST)
4	Date and time of end of remote e-voting	19 th April 2023 at 5.00 p.m. (17:00 hours IST)
5	Submission of report by the Scrutinizer	21 st April 2023
6	Date of declaration of results of voting	21 st April 2023

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

Thanking you,

Yours Faithfully,

For ATHENA GLOBAL TECHNOLOGIES LIMITED



DIVYA AGRAWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
M NO 48143

Athena Global Technologies Limited

CIN: L74140TG1992PLC014182

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

Ph + (91) 4023119633 Fax + (91) 4023119614 www.athenagt.com E-mail: info@athenagt.com



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

ATHENA GLOBAL TECHNOLOGIES LIMITED

CIN : L74140TG1992PLC014182

3rd FLOOR, WESTERN WING, NCC HOUSE SURVEY NO-64, MADHAPUR, HYDERABAD TG - 500082 IN

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

NOTICE OF POSTAL BALLOT

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

Respected Shareholders,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the "Act") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") as amended, Secretarial Standard-2 on General Meetings (the "**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, Circular No. 20/2021 dated 8th December, 2021. 03/2022 dated 5th May 2022 and Circular No 10/2022 dated 28.12.2023 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolution is proposed to be passed by the Members of Athena Global Technologies Limited (the "**Company**") through Postal Ballot by way of voting through electronic means ("**e voting**") only.

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

The Board of Directors of the Company ("Board") at its meeting held on Tuesday, March 14, 2023 ("Board Meeting") has appointed Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary (COP No. 18365) who will act as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process through remote e-voting in a fair and transparent manner.

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

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

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

The results of the postal ballot will be announced on or before 5.00 P.M. on Friday 21st April, 2023 and will be displayed on the website of the Company (i.e. www.athenagt.com) and will be intimated to BSE Limited (the "BSE") where the equity shares of the Company are listed and shall also be intimated to M/s. Bigshare Services Private Limited, the registrar and share transfer agents of the Company.

SPECIAL BUSINESS

1. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(C) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") read with Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of companies (prospectus and Allotment of Securities) Rules, 2014 and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended "SEBI (ICDR) Regulations" SEBI(Listing obligations and Disclosure Requirements) regulations, 2015 as amended (the "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by the Securities and Exchange Board of India (SEBI), Government of India (GOI) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, "6,70,000 (Six lakhs Seventy Thousands) convertible Share Warrants of Rs 10/- each at Rs. 59/- each (Including Rs 49/- premium) aggregating to Rs. 3,95,30,000/- (Three Crores Ninety Five Lakhs Thirty Thousands Only) to the Following person ("proposed Allottee/warrants holder") as detailed below:

S. No.	NAME OF PROPOSED ALLOTTEE	NO. OF EQUITY WARRANTS PROPOSED TO BE ISSUED	CATEGORY
1.	Sunitha Manchala	6,70,000	Promoter Group

as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holder to exercise option to convert and get allotted one equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid/up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and at a price being not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said Warrants shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a. The "Relevant Date" pursuant to Regulation 161 of SEBI (ICDR) Regulations, is Monday 20th March, 2023

- b. which is a date 30 days prior to the date of General Meeting (last date of postal ballot through remote e-voting).
- c. The price of each equity shares to be issued in lieu of the warrants shall be Rs. 59/- (Rupees Fifty Nine Only) per share as calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations, 2018.
- d. Amount payable on Application shall be Rs. 14.75 per warrant (25%) and amount payable on Allotment is Rs. 44.25 (75%).
- e. The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- f. The proposed allottee of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one equity share of face value of Rs. 10(Rupees Ten only) each at a premium of Rs. 49/ per equity share against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- g. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- h. The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- i. The said Warrants by itself until exercise of conversion option and equity shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend & with the existing equity shares of the Company

RESOLVED FURTHER THAT the Board be and are hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchange, where the Company's shares are listed, as per the terms and conditions of the listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of

applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.”

2. RE-APPOINTMENT OF MR. M SATYENDRA AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr M. Satyendra, as Chairman & Managing Director of the Company for a period of 3 (Three) years with effect from 14th May, 2023, at a Remuneration of Rs 5,00,000/- per month on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto”.

“**RESOLVED FURTHER THAT** in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Mr. M. Satyendra, as Chairman & Managing Director, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Managing Director, in accordance with the provisions of Schedule V to the Companies Act, 2013”.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions”.

FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED

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

Place: Hyderabad
Date: 14.03.2023

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (Hereinafter referred to as the "**Rules**") setting out all material facts in respect of the business specified in this notice and the reasons there to is annexed hereto
2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021, Circular No. 20/2021 dated 8th December, 2021 and Circular No. 03/2022 dated 5th May 2022 and Circular No 10/2022 dated 28.12.2023 (the "MCA Circulars"), conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars up-to 30.09.2023
3. In compliance with the aforesaid MCA circulars the Postal ballot Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants or with the Company's Registrar and share Transfer Agent, Bigshare Services Private Limited (RTA) and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 17th March, 2023.
4. Members may note that this Notice also will be available on the Company's website, www.athenagt.com The Notice can be accessed from the web site of the Stock Exchange i.e. BSE Limited at www.bseindia.com the Postal ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote E- Voting facility). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
5. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
6. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to M/s. Bigshare Services Private Limited @ bsshyd@bigshareonline.com or to the Company at its e- mail i.e. cs@athenagt.com by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
7. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means ("e-voting") to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.
8. The remote e-Voting period commences on Tuesday, the 21st March, 2023 (10:00 am) and ends Wednesday, 19th April, 2023 (5:00 pm). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 17th March, 2023.

9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. The Resolution, if passed by requisite majority, will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Wednesday, 19th April, 2023 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
11. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) in Telugu newspaper, each having wide circulation in the State of Telangana, where the registered office of the Company is situated.
12. The scrutinizer will submit his report to the Chairman/ any of the Director(s) of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Friday, 21st April, 2023, at the registered office of the Company and the result along with Scrutinizer report will also be displayed on the website of the Company www.athenagt.com besides being communicated to the Stock Exchange.
13. Any query/grievances relating to the postal ballot process may be addressed to Ms. Divya Agrawal (Company Secretary and Compliance Officer).

Her Contact details are:

E-mail : cs@athenagt.com

Tele No. : +91 40- 23119633

Address : 3rd Floor, Western Wing, NCC House, survey No. 64, Madhapur, Hyderabad-500082, Telangana

VOTING THROUGH ELECTRONIC MEANS:

Instructions relating to E-voting:

period will commence on **21st March (Tuesday) at 10 a.m. (10.00 hours IST)** and will end on the **19th April, 2023 (Wednesday) at 5.00 p.m. (17:00 hours IST)**. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) 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.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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 or joining virtual meeting & voting during the meeting, 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 or joining virtual meeting & voting during the meeting,
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com_or contact at toll free no. 1800 22 55 33
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.

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

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

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

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

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

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

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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

ITEM NO. 1

To meet the funding requirement of the company, the Board of Directors in their meeting held on Tuesday 14th March, 2023 subject to necessary approval(s), has approved the proposal for raising funds through issue and allot 6,70,000 (Six Lakhs Seventy Thousands) convertible shares warrants to promoter/promoter group of the Company on preferential basis in one or more tranches, at such price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each Warrant convertible into 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each ("the Equity Shares") for cash, in accordance with the provisions of the SEBI ICDR Regulations. Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 ("the Act") and SEBI ICDR Regulations the preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolutions.

Disclosure under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') are as under:

1. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their Meeting held on Tuesday 14th March, 2023, subject to the approval of the Members of the Company ("Members") through the Postal ballot and such other approvals as may be required, approved the issue of following:

- a) Issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottee(s)	PAN	Nature and Number of Securities	Price of Each Security	Total Amount
1.	Sunitha Manchala	AKAPM2079B	6,70,000 warrants Convertible into equal no of Equity Shares	Rs 59/- (Including premium of Rs 49/-)	3,95,30,000 (Rs. Three Crores Ninety Five Lakhs Thirty Thousand only)
TOTAL			6,70,000 warrants Convertible into equal no of Equity Shares	Rs 59/- (Including premium of Rs 49/-)	3,95,30,000 (Rs. Three Crores Ninety Five Lakhs Thirty Thousand only)

1. Objects of the Preferential Issue

The proceeds of the preferential issue shall be utilized to fund long term capital requirements for future growth of the company/subsidiary companies, to meet working capital requirement, and reducing debts; and to meet General Corporate Purpose.

2. Maximum number of specified securities to be issued:

The Board intends to offer, issue and allot 6,70,000 (Six Lakhs Seventy Thousands only) convertible share warrants of Rs. 10/- each at Rs 59/- (Including premium of Rs 49/-) aggregating to Rs. 3,95,30,000/- (Rupees Three Crores Ninety Five Lakhs Thirty Thousand only) on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Amount which the company intends to raise by way of such securities;

The Company is intended to raise Rs. 3,95,30,000/- (Rupees Three Crores Ninety Five Lakhs Thirty Thousand only).

4. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

The preferential issue is being made to the “Promoter/ Promoter Group” of the Company (referred as proposed Allottee) to Mrs. Sunitha Manchala as listed in the Resolution under Item No. 1 of the Notice and he has indicated his intention on to subscribe for the same.

Except the proposed allottee no other promoters, Directors, Key Managerial Personnel of the Company -intended to subscribe to the warrants

5. Shareholding Pattern of the issuer before and after the Preferential Issue:

Sr. No	Category	Pre-Issue Equity Shareholding		Allotment of Equity Warrants		Post Issue Equity Holdings (Assuming full conversion of 6,70,000 Convertible Warrants)	
		No of Shares	% of Share holding	No of Warrants	% of Warrant holding	No of Shares	% of Share holding
A.	Promoter Holding						
1.	Indian	-	-	-	-	-	-
	Individual	7981238	59.65	670000	0	8651238	61.57
	Bodies Corporate	-	-	-	-	-	-
	Relatives	-	-	-	-	-	-
	Sub Total	7981238	59.65	670000	0	8651238	61.57
2.	Foreign promoters	-	-	-	-	-	-
	Sub Total (A)	7981238	59.65	670000	0	8651238	61.57
B.	Non-Promoter Holding						
1.	Institutional Investors	-	-	-	-	-	-
2.	Non- Institutions	-	-	-	-	-	-
	Private Corporate Bodies/ Limited Liability Partnerships						
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	4298639	32.13	-	-	4298639	30.60
	Others (Including NRIs)	1100123	8.22	-	-	1100123	7.83
	Sub Total (B)	5398762	40.35	-	-	5398762	38.43
	Grand Total	13380000	100	-	-	14050000	100

The pre preferential shareholding is as on 10^h March, 2023

The above post issue shareholding pattern assumes issue of 670000 Warrants to the Promoter / Promoter Group and conversion of all the Warrants into equivalent number of equity shares of the Company.

6. Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission

7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.

The proposed allottee is an individual as stated below so the above clause is not applicable

Name of the proposed Allottees	No of shares	% of holdings	No of Warrants	No of shares	% of holdings	Ultimate beneficial ownership
Sunitha Manchala	9,71,326	7.26	6,70,000	16,41,326	11.68	N/A

8. Relevant date:

The Relevant date for the purpose of this issue shall be Monday, the 20th March, 2023 being the date 30 days prior to the date of General Meeting (last date of postal ballot) for passing of Special Resolution by the Members of the Company to approve the proposed preferential issue in accordance with the SEBI ICDR Regulations.

9. Pricing of Preferential Issue:

The Board has fixed the price of Rs. 59/- per equity share

10. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on BSE Limited and are frequently traded in terms of the SEBI ICDR Regulations.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is RS.58.70 (Rupees Fifty Eight and Seventy Paise only); or
- ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs.52.90 (Rupees Fifty Two and Ninety Paise only).
- iii. Method of determination of price as per Articles of Association of the Company- Not applicable as the Articles of Association of the Company are silent on the determination of the floor price/ minimum price of the shares issued on preferential basis.

The Board has fixed the floor price as Rs. 59/- per equity share and the said price fixed by the Board is highest of the above three prices calculated in terms of the ICDR Regulation and other applicable provisions.

11. Certificate from Practicing Company Secretaries

A certificate from M/s. P S Rao & Associates, Company Secretaries certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the last date of the Postal Ballot.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. www.athenagt.com.

12. Lock in Period

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.

13. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

14. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the current financial year starting from 1st April, 2022 till date, the Company has allotted 6,30,000 share warrants to Mr. M Satyendra on 19.08.2022 which have been converted into equity shares on 06.01.2022.

15. Undertakings

- i. In terms of the ICDR Regulations, the Company here by undertakes that the Company is listed on BSE Limited and the Equity Shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations.
- ii. Neither the Company nor any of its Promoters and Directors have been declared as a willful defaulters or a fraudulent borrower by any bank or financial institutions or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve bank of India.
- iii. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulation
- iv. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

16. Material Terms of raising such warrants

As mentioned in the proposed resolution

17. Intimation on Conversion of securities or on lapse of the tenure of the instrument:

6,70,000 Equity Warrants would be allotted only upon payment of 25% of the price of Equity

Warrant at the time of allotment. Each Equity Warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

18. The Justification for the allotment proposed to be made for consideration other than cash:

The allotment is proposed to be made for consideration in cash.

19. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoter Group as mentioned below:-

S. No.	Name of the Proposed allottee	Current Status of the Allottee	Proposed status of the Allottee
1.	Sunitha Manchala	Promoter Group	Promoter Group

20. Other Disclosures:

All the Equity Shares held by the Proposed Allottee in the Company are in dematerialized form only.

The Company is eligible to make the Preferential Allotment to its Promoter/ promoter group under Chapter V of the SEBI ICDR Regulations.

The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 90 trading (ninety trading days) preceding the Relevant Date.

The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable as the Company is not being allotted more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out to this notice. The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members of the Company.

ITEM NO: 2

The Board of Directors of the Company in its meeting held on 14th March, 2023, has re-appointed Mr. M Satyendra as Chairman & Managing Director of the Company for a period of 3(three) years w.e.f 14th May, 2023 at a monthly remuneration of Rs. 5 Lakhs per month pursuant to the provisions of the Companies Act, 2013 and Schedule V of the Companies Act, 2013 subject to the approval of the members in their General Meeting.

Further, Mr. M Satyendra was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

The present term of Mr. M Satyendra as Chairman and Managing Director of the Company will expire by efflux of time on May 14, 2026. The Board authorised the Nomination and Remuneration Committee to approve the remuneration of Rs. 60,00,000 per annum (Rs. 5,00,000 per month) and such other revision in remuneration from time to time within the limit as approved by the Board in accordance with the provisions of Schedule V to the Companies Act, 2013.

Pursuant to the provisions of Part II section II of Schedule V of the Companies Act, 2013, any such

appointment of managerial person carrying the aforesaid remuneration, (in the context of your company), needs to be approved by the members by passing a Special Resolution.

Hence the resolution is proposed for your approval.

General Information		
Nature of Industry	SOFTWARE DEVELOPMENT & CONSULTING	
Date or expected date of commencement of commercial production	14.02.1995	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
Financial performance based on given indicators	Financial Year 2021-22 (Rs. In Lakhs)	Financial Year 2020-21 (Rs. In Lakhs)
Total Income	2703.05	2484.24
Profit/loss before tax	96.09	480.60
Net Profit/Loss After Taxation	132.54	380.00
Export performance and net foreign exchange collaborations		
Foreign investments or collaborations, if any	No	
Information about the appointee		
Background details	Sri M Satyendra is a management graduate, associated with the Company since its inception in the management position and play key role in success of the company. He has experience of more than 3 decades in the industry, presently he is involved in day to day and international operations of the Company	
Past remuneration	Rs 4,00,000 Per Month	
Recognition or awards	He is involved in the day to day operations of the Company and more focused in international business of the Company	
Job profile and his suitability	He is involved in the day to day operations of the Company and more focused in international business of the Company	
Remuneration proposed	Rs. 5,00,000 Per Month	
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Proposed remuneration is commensurate with size and nature of business of the Company and the huge responsibility the appointee who is promoter too of the Company are carrying. The remuneration do differ from Company to Company in the industry depending on the respective operations.	
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Existing Shareholder of the Company and promoter	

III Other Information	
1. Reasons of loss or inadequate profits	Past management disputes effected the operations of the Company added to this Covid has hit for 2 years and the operations have been effected accordingly.
2. Steps taken or proposed to be taken for improvement	Measures already taken to improve
3. Expected increase in productivity and profits in measurable terms	In the coming financial year

Pursuant to the provisions of section 196, 197 read with Schedule V to the Companies Act, 2013 the company needs to obtain the consent of its members by way of special resolution.

Hence, the Board recommends the resolution for your consideration and approval.

Mr. M Satyendra shall be deemed to be interested / concerned in the aforesaid resolution.

Except as aforesaid, none of the Directors, Key Managerial Personnel and their relatives is interested in this resolution except to the extent of their shareholding in the Company.

**FOR AND ON BEHALF OF THE BOARD
ATHENA GLOBAL TECHNOLOGIES LIMITED**

**Sd/-
M. SATYENDRA**
Chairman & Managing Director
DIN: 0184355

Place: Hyderabad
Date: 14.03.2023

