

ATHENA GLOBAL TECHNOLOGIES LIMITED

CIN : L74140TG1992PLC014182

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

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

Notice of the Extra Ordinary General Meeting

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Athena Global Technologies Limited (CIN: L74140TG1992PLC014182) (“the Company”) will be held on Wednesday, the 25th day of March 2026 at 12:00 p.m. IST through Video Conferencing (“VC”)/ Other Audio - Visual Means (“OAVM”) to transact the following businesses:

ITEM No. 1:

ISSUANCE OF UP TO 7,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY TO PROMOTER OF THE COMPANY ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following Resolution, with or without Modification, as ***Special Resolution:***

“RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited [BSE] where the equity shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, if any, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to , create, issue, offer and allot, on a preferential basis, up to 7,00,000 (Seven Lakhs) Fully Convertible Warrants (“Warrants”) each convertible into 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each (“the Equity Shares”), to members of Promoter Group/promoter entity, in one or more tranches,

at an issue price of Rs. 84/- each (including Rs 74/- premium) (“Warrant Issue Price”), which is the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 5,88,00,000/-(Rupees Five Crores Eighty-Eight Lakhs Only) for cash, on the terms and conditions as detailed hereinbelow to the following person of the Promoter Group (“Proposed Allottee”):

Sr. No	Name of the Proposed Allottee/ Investor	Category	Number of Convertible Warrants to be allotted
1.	Mr. Karthikeya Manchala	Promotor Group	7,00,000

“RESOLVED FURTHER THAT the ‘Relevant Date’, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Monday, 23rd February, 2026 (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. 25th day of March, 2026 and the floor/conversion price for the conversion of Warrants into Equity Shares on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations..”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the aforesaid issue of Warrants and the Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The conversion of Warrants into Equity Shares of Rs. 10/- each, is to be done, in one or more tranches at any time within 18 (eighteen) months from the date of allotment of Warrants in terms of the provisions of the SEBI ICDR Regulations.
- b) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, the Proposed Allottees shall, pay an amount equivalent to 25% (Twenty-Five Per Cent) of the Warrant Issue Price, to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrant held by the Warrant Holder;
- c) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares at the time of allotment. d) Warrants shall be allotted within the time-lines prescribed under Regulation 170 of the SEBI ICDR Regulations;
- d) Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under the Lock-in provisions of the SEBI ICDR Regulations.
- e) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- f) The Warrants as may be offered, issued, and allotted in accordance with the terms of this resolution and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be in dematerialised form only.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the respective bank account of the Proposed Allottees into a separate bank account of the Company being opened for the Issue.
- h) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.

- i) Upon exercise of the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 (fifteen) days from the date of such exercise by the allottee of such warrants.
- j) The Warrants, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- k) The resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.
- l) The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- m) The Equity Shares to be allotted on exercise of warrants shall only be made in dematerialized form and rank Pari-Passu in all respects with the existing Equity Shares of the Company from the date of allotment thereof.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

- (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM No. 2:

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

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. M. Satyendra (DIN: 01843557) as Chairman and Managing Director of the Company for a period of 3 years w.e.f 14th May, 2026 to 13th May 2029 at a remuneration of ₹10,00,000/- (Rupees Ten Lakhs only) per month , as per applicable provisions of the Companies Act, 2013 read with rules thereof as amended from time to time.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of the said Chairman and Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration to him as per the provisions of Schedule V of the Act.”

“RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.3:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. MEDLEY MEDICAL SOLUTIONS PRIVATE LIMITED

To consider and if thought fit, to pass the following Resolution, with or without Modification, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules , 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in terms of Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the Company’s policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions”, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into and / or continuing material related party contract(s)/arrangement(s)/ transaction(s) with M/s. Medley Medical Solutions Private Limited being ‘Related Party’ within the meaning of the Act, 2013 and the Listing Regulation , for an aggregate value not exceeding Rs. 60,00,00,000/- (Rupees Sixty Crores Only) per year during the financial year 2025-26 and 2026-27.

“RESOLVED FURTHER THAT the aforesaid transactions shall be in the ordinary course of business of the Company, including sale of investments, and shall be on an arm’s length basis and on such terms and conditions as may be mutually agreed between the Company and M/S. Medley Medical Solutions Private Limited.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiary in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of The Board of Directors
Athena Global Technologies Limited**

**Sd/-
Gayathri Prithviraj
Company Secretary & Compliance Officer**

Date: 24.02.2026

Place : Hyderabad

CIN: L74140TG1992PLC014182

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

NOTES:

1. Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 09/2024 dated 19 September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25 September 2023, 10/2022 dated 28 December 2022, 02/2022 Dated 05 May 2022, No. 20/2020 dated 05 May 2020, 14/2020 dated 08 April, 2020, No. 17/2020 dated 13 April, 2020 (collectively referred to as “MCA Circulars”), has permitted Companies to hold their Extra Ordinary General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM). In compliance with the applicable provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, this Extra Ordinary General Meeting (EGM) is being held through VC / OAVM..
2. The forthcoming Extraordinary General Meeting (“e-EGM”) of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing e-EGM through VC/OAVM. The deemed venue of the Extraordinary General Meeting shall be the Registered office of the Company i.e., 2nd floor, Unit No. 203 Gowra Palladium, Sy.No 8A & 8B1 in Survey Nos. 83/1, Serilingampally Mandal, Ranga Reddy District, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081.
3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 - 3 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 1 - 3 as Special Business as it is in the interest of the Company.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting 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. Since, this EGM is being held through VC/ OAVM in terms of the MCA Circulars, the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the Listing Regulations, has been dispensed with. Therefore, pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by MCA, the facility to appoint proxy by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice .
5. The Company has enabled the Members to participate at the e-EGM through VC/OAVM. The Company has appointed CDSL, to provide VC/OAVM facility for the e-EGM. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the e-EGM through VC/OAVM shall be allowed up to 1000 members on a first-come-first-served basis.
6. No restrictions on account of first-come-first-served entry into e-EGM in respect of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
7. As per the provisions under the MCA Circulars, Members attending the e-EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. For receiving all communications from the Company electronically, members are requested to follow the below instructions:
 - a) Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along

with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <https://www.bigshareonline.com/> for_investers.aspx Form ISR-1 and the supporting documents to RTA:

- b) Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the DEMAT account is being held for updating the email IDs and mobile number.
- c) Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA to enable servicing of notice, annual reports, other documents in electronic form.
- d) Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost.

We urge Members to support this Green Initiative effort of the Company and get their email ID registered.

- 9. In accordance with the provisions of the MCA and SEBI Circulars, the EGM Notice is being sent through email only to the Members whose email IDs are registered with RTA; National Securities Depository Limited (“NSDL”) and/or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL/CDSL).
- 10. The EGM Notice is available on the Company’s website: <http://www.athenagt.com> , and on, the website of the BSE Ltd at <http://www.bseindia.com>
- 11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the e-EGM.
- 12. The Company has provided the facility to the Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the e-EGM. The instructions for remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to the voting that will take place at the e-EGM being held through VC/OAVM.
- 13. Members joining the e-EGM through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members who have cast their vote by remote e-voting prior to the e-EGM may also join the e-EGM through VC/OAVM but shall not be entitled to cast their vote again.
- 14. The Company has appointed Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and the Insta Poll process in a fair and transparent manner.
- 15. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the board/governing body resolution/authorisation etc., authorising their representatives to attend and vote on their behalf. The documents shall be emailed to - [vjilinvestors@gmail.com](mailto:vjininvestors@gmail.com) and a copy marked to investor@bigshareonline.com with the subject line Company.

16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the e-EGM is annexed hereto. Special businesses which are considered to be unavoidable by the Board, are being transacted at the e-EGM. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to – vjilinvestors@gmail.com
18. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
19. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be : -
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
20. In case of any queries, the Members may write to _ to receive an email response.
21. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI circular issued in this regard, the Company is pleased to provide the facility of voting through electronic means (remote e-voting) to its members provided by CDSL. Members of the Company can transact all the items of business with the facility of voting through electronic means.
22. The remote e-voting shall commence at 9:00 AM on 22nd March 2026 and will end at 5:00 PM on 24th March, 2026. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
23. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cutoff date i.e. Wednesday, 18th March, 2026.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
25. Members are requested to take note that, in compliance with the MCA Circulars, the Notice of the e-EGM is being sent to all the Members of the Company only in electronic mode to those members whose email address is registered with the Company/Depository Participant(s)/Registrar and Transfer agents. The requirements of sending physical copy of aforesaid documents has been dispensed with vide MCA Circulars. The aforesaid documents will also be available on the Company's website at <https://athenagt.com/> under the section "INVESTORS", on the website of the BSE Limited at www.bseindia.com

INSTRUCTIONS TO THE MEMBERS FOR ATTENDING THE E-EGM THROUGH VIDEO CONFERENCE:

26. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
27. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
28. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
29. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
30. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
31. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://athenagt.com/>. The Notice can also be accessed from the website of the Stock Exchange BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- 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 9:00 AM on 22nd March 2026 and will end at 5:00 PM on 24th March, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th day of March 2026 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 Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>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. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.
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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

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

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

- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@sillymonks.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- 9) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 toll free no. 1800 21 09911

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

**By Order of The Board of Directors
Athena Global Technologies Limited**

**Sd/-
Gayathri Prithviraj
Company Secretary & Compliance Officer**

**Date: 24.02.2026
Place : Hyderabad
CIN: L74140TG1992PLC014182**

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

**ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING
THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1

The Board of Directors at its meeting held on 14th February, 2026, subject to approval of shareholders of the Company and such other approvals as may be required, has considered and approved the proposal to issue and allot up to 7,00,000 (Seven Lakhs) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder(s) to subscribe to 1 (one) Equity Share of Face Value of Rs. 10/- each per Warrant, to the below mentioned Proposed Allottee belonging to “Promoter Group Category” on preferential basis at an issue price of Rs. 84/- each (including Rs. 74/- premium) as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

S. No	Name of the Proposed Allottees/ Investors	PAN	Category	Number of Convertible Warrants to be allotted	Price of Each Security	Total Amount
1.	Mr.Karthikeya Manchala	HQTP-M9497K	Promotor Group	7,00,000	Rs 84/- (Including premium of Rs 74/-)	5,88,00,000/- (Rupees Five Crores Eighty-Eight Lakhs Only)
			TOTAL	7,00,000		5,88,00,000

The proposed Preferential Issue is being undertaken further to intimation to the stock exchanges dated 14th February 2026. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of the Companies Act, 2013.

The investor/proposed allottee named hereinabove have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the ICDR Regulations

Pursuant to the applicable provisions of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013 (‘Act’) and Rules framed thereunder, and in accordance with the provisions of Chapter V “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI ICDR Regulations’), the Preferential issue of Warrants requires approval of the Members by way of a Special Resolution.

The Board therefore recommends this Item No. 1 for the approval of the Shareholders as set out in the Notice by way of passing a ‘Special Resolution’. The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, as amended, with respect to the additional disclosures for objects of the issue and are set forth below:

1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

- The Company intends to utilize the proceeds raised through the Preferential Issue to meet the working capital requirements to support the business plans of the Company and to meet

the expenses for general corporate purposes. However, the funds to be used for general corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

The amount of funds proposed to be utilised against as follows:

SI No	Objects	Amount (Rs)	Period of Utilisation
1	Working Capital	5,00,00,000	within a period of 12 months
2	General Corporate Purpose	88,00,000	

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

At its meeting held on Saturday, 14th February 2026, the Board of Directors, subject to Members' approval and regulatory consents, if any, as may be applicable, approved the preferential issuance and allotment of up to 7,00,000 convertible warrants, each warrant convertible into one Equity Share at an issue price of Rs 84/- each determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations to the Promoter Group Category, payable in cash.

The preferential issue is being made to the "Promoter Group" of the Company (referred as proposed Allottee) to Mr. Karthikeya 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 or Senior Management of the Company -intended to subscribe to the warrants.

3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Equity Shares of the Company are listed on BSE Limited and are frequently traded in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, and floor price has been determined in accordance with the SEBI (ICDR) Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issue has to be calculated as under:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs: 83.68/-

or

- b) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs: 77.38/-

Whichever is higher

After considering the above, it was decided to issue these equity share warrants to be allotted on preferential basis to the proposed allottee at issue price of Rs. 84 /- each.

The same is in compliance and in accordance with Regulation 164(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price will determined as mentioned above.

4. Relevant date with reference to which the price has been arrived at:

The “Relevant Date” in relation to the issue of these Securities in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Monday, February 23, 2026, being the day preceding the date that is 30 (thirty) days prior to the date of the General Meeting.

The shares of the Company are frequently traded on BSE Limited. and the price of the said issue will be determined in compliance with Regulation 164(1) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

5. Certificate from Practicing Company Secretaries

A certificate from M/s. P S Rao & Associates, Company Secretaries will certify 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 Extra-Ordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. <https://athenagt.com/investor/>

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

The preferential issue is being made to the “Promoter Group” of the Company (referred as proposed Allottee) to Mr. Karthikeya 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 or Senior Management of the Company -intended to subscribe to the warrants

7. Name and address of valuer who performed valuation: Not Applicable

8. Principal terms of Assets charged as securities: Not Applicable

9. Shareholding pattern of the issuer before and after the preferential issue:

The Pre and Post shareholding pattern of the Company is given below:

Sr. No	Category	Pre-Issue Equity Shareholding		Allotment of Equity Warrants		Post Issue Equity Holdings (Assuming full conversion of 7,00,000 Convertible Warrants)	
		No of Shares	% of Shareholding	No of Warrants	% of Warrant Holding	No of Shares	% of Shareholding
A.	P r o m o t e r Holding						
1.	Indian	-	-	-	-	-	-
	Individual	9281938	63.09	7,00,000	4.54	9981938	64.76
	Bodies Corporate	-	-	-	-	-	-
	Relatives	-	-	-	-	-	-
	Sub Total	9281938	63.09	7,00,000	4.54	9981938	64.76
2.	Foreign promoters	-	-	-	-	-	-

	Sub Total (A)	9281938	63.09	7,00,000	4.54	9981938	64.76
B.	Non-Promoter Holding						
1.	Institutional Investors	--	---	--	--	--	--
2.	Non- Institutions	-	-	-	-	-	-
	Private Corporate Bodies/ Limited Liability Partnerships	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	4817676	32.76	-	-	4817676	31.26
	Others (Including NRIs)	611974	4.15	-	-	611974	3.98
	Sub Total (B)	5429650	36.91	-	-	5429650	35.24
	Grand Total	14711588	100	7,00,000	4.54	15411588	100

Notes:

- 1) The pre-issue shareholding pattern is as on 31st December 2025.
- 2) There has no change in the shareholding pattern from December 31, 2025 till the dispatch of the notice of EGM.
- 3) The above post issue shareholding pattern assumes issue of 7,00,000 Warrants to the Promoter Group and conversion of all the Warrants into equivalent number of equity shares of the Company
- 4) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern.

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

Pursuant to Regulation 170(1) of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution or in the event allotment of securities would require any approval(s) from any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.

11. 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

12. 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.

13. Undertakings:

The Company hereby undertakes and confirms the following:

- that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations where it is required to do so;
- if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees;
- Neither the Company nor any of its Promoters or Directors are wilful defaulters or fraudulent borrowers;
- None of its Directors or Promoters are fugitive economic offenders;
- The said preferential issue is not for consideration other than cash;
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares/warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

14. Material terms of raising such securities: NA

15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2025 till the date of this Notice, the Company has not made any Preferential Issue of any securities

16. Lock In:

- a) The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.
- c) The entire pre-preferential allotment shareholding, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

17. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty-five percent) of the total consideration for the Warrants will be payable on the date of preferential allotment of the Warrants.

The balance upto 75% (seventy-five percent) of the issue price shall be, at the option of the Allottee(s), payable by the Proposed Allottees at the time of allotment of the Equity Shares pursuant to conversion of the Warrants into Equity Shares.

Warrant will be converted at the option of the allottee, into 1 (one) equity share of Face Value of Rs. 10/- each at a price of as determined in accordance with the SEBI ICDR Regulations,

at any time within 18 (eighteen) months from the date of allotment of Warrants. 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 Warrants, the unexercised Warrants shall lapse and the consideration paid upon each of the said Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

18. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

It is hereby declared that neither the Proposed Allottee, the beneficial owners of Proposed Allottees, if any nor the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

19. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter)
1.	Mr. Karthikeya Manchala	Promotor Group	Promotor Group

20. Other Disclosures

The proposed allottee holds 6,50,000 equity share of the Company as on date.

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

Mr. M Satyendra was re-appointed as Chairman & Managing Director of the Company by the Board of Directors in the board meeting held on 14th February 2026, w.e.f 14th May, 2026 , 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 Extra-Ordinary General Meeting.

In terms of the applicable provisions of the Companies Act, 2013 and Schedule V thereto, the re-appointment of Mr. M. Satyendra as Chairman & Managing Director requires the approval of the members by way of a Special Resolution.

Hence the resolution is proposed for your approval.

I General Information		
Nature of Industry	The Company is a Listed Public limited company incorporated under the Companies Act, 1956, having its registered office at 2nd floor, Unit No. 203 Gowra Palladium, Sy.No 8A & 8B1 in Survey Nos. 83/1, Serilingampally Mandal, Ranga Reddy District, Madhapur, Hyderabad, Telangana, India, 500 081. The Company is engaged in Software Development & Consulting Services.	
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 2024-25 (Rs. In Lakhs)	Financial Year 2023-24 (Rs. In Lakhs)
Total Income	1465.60	24,855.21
Profit/loss before tax	(1323.10)	21,441.88
Net Profit/Loss After Taxation	(1411.98)	21,373.94
Export performance and net foreign exchange collaborations	-	
Foreign investments or collaborations, if any	No	
II 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. 8,00,000 Per Month	
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.10,00,000 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	

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	
Reasons of loss or inadequate profits	Increase in manpower and administrative cost in the anticipation of future contracts pending in discussion without any increase in the current contractual revenue.
Steps taken or proposed to be taken for improvement	Measures already taken to improve
Expected increase in productivity and profits in measurable terms	The Company's business is increased compare to last fiscal and expected profits in this fiscal.

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

ITEM NO. 3

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Prior approval of the Members by way of resolution is required for all material-related party transactions, even if such transactions are in the ordinary course of business and undertaken on an arm's length basis.

For the purpose of Regulation 23, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The entity mentioned in the table below are 'Related Parties' of Athena Global Technologies Limited within the meaning of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the Listing Regulations and other applicable provisions.

The Company has entered into/ proposes to enter into certain contracts, arrangements, agreements and transactions with the said related parties in the ordinary course of business and on arm's length basis. However, as the aggregate value of such transactions during the financial year is expected to exceed the materiality threshold prescribed under Regulation 23 of the Listing Regulations, approval of the Members is being sought by way of an Ordinary Resolution.

The Audit Committee, at its meeting held on 24th February, 2026, reviewed the details of the existing and proposed transactions with the related parties, including the nature, material terms, value, and pricing mechanism, and granted its approval. Thereafter, the Board of Directors at its meeting held on 24th February, 2026, based on the recommendation of the Audit Committee, approved the proposal and recommended the same for approval of the Members.

Details of the proposed transaction with Medley Medical Solutions Private Limited, being a related party of Athena Global Technologies Limited, including the Information pursuant to the SEBI

circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, and SEBI MASTER CIRCULAR NO. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are as follows:

1. Transaction between Medley Medical Solutions Private Limited (Subsidiary of Athena Global Technologies Limited)

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Medley Medical Solutions Private Limited are as follows:

Sl.No	Particulars	Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial) or otherwise.	Name of the Related Party Medley Medical Solutions Private Limited Relationship Medley Medical Solutions Private Limited is the subsidiary of Athena Global Technologies Limited
2.	Name of the Director or KMP who is related	Mr. M. Satyendra and Mrs. M Sunitha are Common Directors
3.	Type, tenure, material terms and particulars	Purchase / Sale of Services, Software development services, , sale of investments, inter-corporate loans The above arrangements are continuing business transactions. Approval of the members is being sought for the aforesaid transaction for the financial year 2025-26 and 2026-27.
4	Value of transaction Limit	Rs.60 Crores per year
5	any advance paid or received for the contract or arrangement, if any	NA
6	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The value is determined as arm's length price as per the prevailing market situation
7	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All factors have been considered
8	any other information relevant or important for the Board to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The related party transaction(s)/contract(s)/arrangement(s) as mentioned above, has been evaluated and it is hereby confirmed that the proposed terms of the contract/agreement meet the arm's length basis criteria. The related party transaction(s)/contract(s)/ arrangement(s) also qualifies as contract under ordinary course of business.

The proposed contracts/arrangements/transactions relate to sale/purchase of Services , Software development services, , sale of investments, inter-corporate loans or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. Hence, the Audit Committee/ Board recommends the resolution set out in the Item no. 3 of the notice for your approval as an Ordinary Resolution.

None of the Related Parties shall vote in the resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no related party/promoters and promoters' group shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

**By Order of The Board of Directors
Athena Global Technologies Limited**

**Sd/-
Gayathri Prithviraj
Company Secretary & Compliance Officer**

**Date: 24.02.2026
Place : Hyderabad
CIN: L74140TG1992PLC014182**

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

Information in respect of Director seeking re-appointment as required under the Listing Regulations 36 read with Secretarial Standards on General Meetings issued by ICSI

Name of the Director	Mr. M Satyendra (DIN: 01843557)
Date of First Appointment on the Board	06/05/1992
Date of Birth	08/10/1966
Expertise in Specific Functional areas	Management
Educational Qualification	Master of Business Administration
List of Directorships (excluding private limited), Committee Chairmanship, Membership held in other companies as on date	Nil
Listed entities from which the appointee director has resigned in the past three years	Nil
Membership / Chairmanship of committees of Other Boards (other than Athena Global Technologies Limited)	Nil
Shareholding of the Director in the Company	69,90,612 equity shares, 47.52% as on date
Relationship between Directors inter-se/ Manager and KMPs	Mr. M Satyendra, Chairman & Managing Director of the company, is the spouse of Mrs. M. Sunitha, Non-Executive Director.
Number of Board Meetings Attended During the year	7
Information as required Under BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/ CML/2018/24 dated June 20, 2018.	Mr. M. Satyendra is not debarred from holding the office of Director by any SEBI order or any other such authority.