#### **DIRECTOR'S REPORT**

## To

#### The Members,

The Board of Directors of Your Company take pleasure in presenting the Seventh Annual Report on the operational and business performance, along with the Audited Financial Statements for the financial year ended March 31, 2018.

#### **KEY FINANCIALS**

The Company's Financial Performance for the financial year ended March 31, 2018, is summarized below:

(Rs. in Lakhs)

Particulars	Year Ended					
	March 31, 2018	March 31, 2017				
Income From Operations	70.88	57.00				
Profit Before Tax	6.28	5.17				
Less: Provision for Taxation	1.62	3.52				
Profit after Tax	4.66	1.65				
Add: Balance b/d from Previous Year	11.78	10.14				
Less: Capitalization of Reserve	-	=				
Balance carried over to Balance Sheet	16.44	11.78				

#### **RESULT OF OPERATIONS AND STATE OF AFFAIRS**

The Year gone by has been a good year with company closing on a profitable note. The total Income of the company for the year under review is Rs. 70.88 Lacs. The Profit before Tax stood at Rs. 6.28 Lacs and Profit After Tax stood at Rs. 4.66 compare to previous year Rs. 1.65 Lacs. Receipt of Contractual Receipt has continued to yield good results. Your Directors are glad to inform you that financial year 2017-2018 has been a successful year for the company and expecting better result in coming financial year.

#### TRANSFER TO RESERVE IN TERMS OF SECTION 134(3) OF THE COMPANIES ACT, 2013

For the financial year ended on March 31, 2018 the Company has not transferred any amount to Reserve.

#### **DIVIDEND**

Your directors regret to inform you that we do not recommend any dividend for the year to strengthen the position of the company.

#### **UNLCAIMED DIVIDEND**

There is no balance lying in unpaid equity dividend account.

#### **SUBSIDIARY COMPANY**

The Company does not have any subsidiary.

#### **SHARE CAPITAL**

#### (A) Authorized Share Capital

The Company's Authorized Capital stands Rs. 8,00,00,000 (divided into 80,00,000 Equity Share of Rs. 10/- each). During the Year there has been no change in the authorized share capital.

#### (B) Issued and Paid-up Share Capital

#### (1) Equity

During the Year under review, the Company has not issued further equity share capital. As at March 31, 2018, the paid-up equity share capital of the company was Rs.7,50,00,000 divided into 75,00,000 equity shares of Rs.10/- each.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNELS**

On the basis of the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Santosh Nagar [DIN: 02800839] as Managing Director, in place of Mr. Ravikant Rathi, who tender his resignation from the post of Managing Directorship with effect from 13<sup>th</sup> March, 2018.

Further during the year under review board has appointed Mr. Shashikant Rathi as additional director with effect from 13<sup>th</sup> March, 2018.

In accordance with provision of Section 152 of the Companies Act, 2013 and Articles of Association, none of the Directors are liable to retire by rotation in the ensuing general meeting.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and the Provision of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015.

None of the Directors of Your Company is related to each other except Mr. Shashikant Rathi brother of Mr. Ravikant Rathi. Brief Resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas and names of other listed companies in which they hold Directorship along with their Membership/Chairmanship of committees of the Board as stipulated under Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, are provided in the annexure to the Notice of the Seventh Annual General Meeting being sent to the members along with the Annual Report.

Based on the confirmation received, none of the Directors are disqualified for being appointed/reappointed as directors in terms of Section 164 of the Companies Act, 2013.

During the Year under review, no stock options were issued to the Directors of the Company.

#### **EVALUATION OF BOARD:**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Shareholder Grievance Committee.

#### **PUBLIC DEPOSITS**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet or renewed any fixed deposits during the year.

#### LOANS, GUARANTEES AND INVESTMENTS

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 (the Act) are given in the notes to the Financial Statements.

#### **MEETINGS OF THE BOARD**

Your Company holds at least four Board meeting in a year, one in each quarter, inter-alia, to review the financial results of the company. The company also holds additional board meeting to address its specific requirements as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and numbered and noted at the subsequent Board meeting. Annual calendar of the meeting of the board are finalized well before the beginning of the financial year after seeking concurrence of all the Directors.

During the financial year 2017-18, Four (4) Board Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

#### **Board Committees**

Your Company has constituted Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and Provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. It coordinated with the Statutory Auditors, Internal Auditors and other key personnel of the Company and has rendered guidance in the areas of internal audit and control, finance and accounts.

The Nomination and Remuneration Committee recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration packages payable to them and other employees. The Nomination and Remuneration Committee met Three times during the year.

The Audit Committee and other Board Committee meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

#### **PARTICUALRS OF EMPLOYEES:**

There was no employee drawing remuneration in excess of limits prescribed under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The disclosure pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of Directors report and is provided in the Annual Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013 and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered address of the company during

working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The full annual report including the aforesaid information is being sent electronically to all those members who have registered their email addresses and is available on the company's website.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

You Directors would like to inform that the audited financial statements for the year ended March 31, 2018 are in conformity with the requirements of the Companies Act, 2013 and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and result of operations. These financial statements are audited by M/s. P. C. Surana& Co., Chartered Accountants, and statutory auditors of the Company.

Pursuant to the provisions of section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- (i) in the preparation of the accounts for the financial year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at Mach 31, 2018 and Profit of the Company for the year under review;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the accounts for the financial year ended March 31, 2018 on a 'going concern' basis.
- (v) the director have laid down internal financial control to be followed by the company and the such internal controls are adequate and are operating effectively; and
- (vi) the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **AUDITORS:**

#### **Statutory Auditor**

placed for ratification by the Members.

In the Annual General Meeting held on September 30, 2016, M/s. P. C. Surana& Co., Chartered Accountants, Mumbai, were appointed as the Statutory Auditors of the Company to hold office from the conclusion of that AGM until the conclusion of the Eleventh Annual General Meeting to be held thereafter (subject to ratification of the appointment by the Members at every AGM held after that AGM). In terms of the first proviso to Section 139 of the Act read with the Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, the appointment of the auditor shall be subject to ratification by the Members at every annual general meeting till the expiry of the term of the Auditor. Accordingly, the appointment of

M/s. P. C. Surana& Co., Chartered Accountants, Mumbai, as the Statutory Auditors of the Company, is

#### **Comments on Auditor's Report**

The notes referred to in the Auditors report are self-explanatory and as such they do not call for any further explanation.

#### **Secretarial Auditor**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Ms. Namrata Vyas Proprietor of M/s. Namrata Vyas & Associates, Practicing Company Secretary, Mumbai, to undertake the secretarial audit of the company for the financial year 2018-19.

The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed to this report. The said report does not contain any qualification, reservation and adverse remark.

#### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and that the provisions of Section 188 of the Companies Act 2013 are not attracted.

Thus, disclosure in form AOC-2 is not required. Further, there are no materially significant related party transactions made by the Company with Promoters and Directors or other designated persons which may have a potential conflict with the interest of the Company at large.

#### **EXTRACT OF ANNUAL RETURN**

Pursuant to section 134(3) and section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules 2014, the extract of the Annual Return as at March 31, 2016, in the prescribed form MGT-9, forms part of this report and is annexed to this report.

#### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULARORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operation in future.

#### **MATERIAL CHANGES AND COMMMITMENTS**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements are relates and the date of this report, except as below:-

Ms. Rani Jha has left the Company with effect from 4<sup>th</sup> September, 2018.

Mr. Himanshu Maheshwari has left the Company with effect from 4<sup>th</sup> September, 2018.

Mrs. Asha Shashikant Maheshwari has joined on board with effect from 4<sup>th</sup> September, 2018.

#### **CORPORATE GOVERNANCE REPORT**

Pursuant to the provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the provisions of the Corporate Governance are not applicable to the Companies having paid up equity share capital not exceeding Rs. 10 Crore and Net Worth not

exceeding Rs. 25 Crore, as on the last day of previous financial year or on the Companies listed on SME Exchange.

In view of above, as per the latest Audited Financial Statement of the Company as at 31<sup>st</sup>March 2018, the paid-up Equity Share Capital and the Net Worth of the Company does not exceed the respective threshold limit of Rs. 10 Crore and Rs. 25 Crore, as aforesaid; hence compliance with the provisions of the Corporate Governance are not applicable to the Company.

#### **RISK MANAGEMENT POLICY**

The Company has laid down procedure to inform the Board about risk assessment & minimization procedure. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk management and mitigation measures.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your company has internal financial controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly & efficient conduct of the business, including adherence to the Company's Policies, the preventions and detections of frauds & errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information.

# OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year the Company has adopted a policy for prevention of Sexual harassment of women at workplace and has not received any compliant of harassment.

# CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO:

During the year under review, the Company has not carried out any manufacturing activity and hence the Directors have nothing to report under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts ) Rules, 2014 with reference to Conservation of Energy and Technology Absorption. There was no foreign exchange earnings and outgo during the year under review.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The Disclosure as per Rule 9 of the Companies (Corporate Social responsibility Policy) Rules, 2014 are not applicable to the Company.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In Compliance with the provision of Section 177(9) the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and employees of the Company. The Whistle Blower is disclosed on the website of the Company.

#### **APPRECIATION**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the Company.

#### **ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the committed displayed by all executive, officer and staff, resulting in successful performance of the Company.

For and on behalf of the Board of Directors

Santosh NagarRavi RathiManaging DirectorDirectorDIN: 02800839DIN: 00862459

Place: Mumbai

Date: September 5, 2018

# Form No. MGT-9

## **Extract of Annual Return**

As on the Financial Year Ended on March 31, 2018 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

l		REGISTRATION AND OTHER DETAILS								
	1.	Corporate Identification Number	L45200MH2011PLC215562							
	2.	Registration Date	March 30, 2011							
	3. Name of the Company		Athena Constructions Limited							
	4.	Category/Sub-Category of the Company	y Company having Share Capital							
	5.	Address of the Registered Address Contact Details	Office No. 203, A Wing, Shyam Kamal CHS, Tejpal Road, Vile Parle East, Mumbai-400 059 Tel No. 022-4209 1000 E-Mail: Athenaconstructions2011@gmail.com							
	6.	Whether Listed Company	Yes							
	7.	Name, Address and Contact Details of	Purva Sharegistry (India) Pvt Ltd							
		Share Transfer Agent	Unit no. 9, Shiv Shakti Ind. Estt. J.R. Borio Marg, Opp. Kasturba Hospital LaneLower P (E), Mumbai 400 011 Tel No. 022-2301 8261 E-Mail: busicom@vsnl.com							
II.		PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)								
-	Sr. No.	Name and Description of the main Product/Services	WIC Code of the Product / % to the total turnover of the Company							
-	1.	Construction Advisory Services		.00%						
III.		PARTICULARS OF HOLDING, SUBSIDIAR								
	Sr.			plicable						
-	No. 1.	of the Company A:		ction						
IV.		SHARE HOLDING PATTERN (EQUITY SH		GE OF TOTAL						

### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Share Holding

(i) Category wise chare riolaning												
Category of Shareholders			No. of Shares Held at the Beginning of the Year			No. of Shares Held at the End of the Year				%Change During		
					Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	the Year i.e. Increase/(Decrease)
Α.		noters										
	(1)	India	n									
		(a)	Individual/HUF	2296497	-	2296497	30.62	2668997	-	2668997	35.59	4.97
		(b)	Central Govt	-	-	-	-	-	-	-	-	-
		(c)	State Govt(s)	-	-	-	-	-	-	-	-	-

## ATHENA CONSTRUCTIONS LIMITED

	<del></del>	Radios Carparata									
	(d)	Bodies Corporate	-	-	-	-	-	-	-	-	-
	(e)	Banks/FI	-	-	=	-	-	-	=	-	-
^ L Tota	(f)	Any Other									
Sub-Total			2296497	-	296497	30.62	2668997	-	- 2668997	35.59	4.97
(2)	Forei										
	(a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
	(b)	Other-Individuals	-	-	-	-	-	-	-	-	-
	(d)	Bodies Corporate	-	-	-	-	-	-	-	-	-
	(d)	Banks/FI Any Other	-	-	-	-	-	-	-	-	-
Cub Tota	(e)	Any Other				<del>-</del>					
Sub-Total						-	-	-		-	-
Total Sha			2296497	-	2296497	30.62	2668997	-	- 2668997	35.59	4.97
		A(1)+A(2)									
		eholding									
(1) 10	Institutio										
	(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
	(b)	Banks/FI	-	-	-	-	-	-	-	-	-
	(c)	Central Govt(s)	-	-	-	-	-	-	-	-	-
	(d)	State Govt(s) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	(e) (f)	Venture Capital Funds Insurance Companies	-	-	-	-	-	-	-	-	-
	(f) (g)	Fils	-	-	-	=	-	,	-	_	_
	(g) (h)	Foreign Venture Capital	-				-			=	
	(11)	Foreign venture capital Funds	-	-	-	-	-	-		-	-
	(i)	Others (Specify)	<u>-</u>	_	_	_	_		_	_	_
Sub-Total			<u> </u>			<u>-</u>	<u>-</u>	<u>-</u>	<u> </u>	-	<u>-</u>
(2)		):- Institutions									
(4)	(a)	Bodies Corporate									
	(4)	i. Indian	362500	_	362500	2.28	362500	,	- 362500	4.82	_
		ii. Overseas	3020UU -	-	30∠300 -	۷.۷۰	პ0∠ე∪∪ -	-	<b>30∠</b> 000 -	4.0∠	_
	(b)	Individuals	-				=			-	
	(0)	i. Individual									
		Shareholders									
		holding Nominal	2022002	1	วงวงกกร	24 07	1010000	1	1010002	25 57	(1 40)
		Share Capital upto	2023002	1	2023003	26.97	1918002	1	1 1918003	3 25.57	(1.40)
		·									
		`2 Lakh									
		ii. Individual									
		Shareholders									
		holding Nominal	2057811	-	2057811	27.44	1810500	-	- 1810500	24.14	(3.30)
		Share Capital in									
		excess of `2 Lakh									
	(c)	Others (HUF, Clearing	7/0100		7/0100	10.15	740000		740000	2.00	(0.07)
		Members, NRI, Trusts etc)	760189	-	760189	10.15	740000		- 740000	9.88	(0.27)
Sub-Total	(B)(2) اَد		5203502	1	5203503	69.38	4831002	1	1 4831003	64.41	(4.97)
Total Pul	blic Sha	areholding (B)=B(1)+B(2)	5203502		5203503				1 4831003		(4.97)
	es held	I by Custodian for GDRs &	-	-	-	-	-	-		-	
Grand To		-R+C)	7499999		7500000	100	7499999		1 7500000	100	
			1477777		/300000	100	1477777	<del></del>	/300000		

(ii) Shareholding of Promoters

	(,							
SI. No.	Shareholder's Name	Shareho the yea	•	beginning of	Shareho Year	%Change During		
		No. of Shares	% of Total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of Total shares of the Company	% of Shares Pledged/ encumbered to total shares	the Year i.e. Increase (Decrease e)

# 1. Ravi Ramgopal Rathi 1313495 17.51 - 1313495 17.51 - 718000 9.57 - 718000 9.57 - 2

3. Shashikant Ramgopal Rathi 1 1 Arun Kant Rathi 4. 1 1 Athena Advisory Services Pvt Ltd 5. 637500 4.97 265000 3.54 8.50 Total 4.97 2296497 30.62 2668997 35.59

(iii) Change in Promoters' Shareholding

SI. No.	For Each Promoter	Sharehol the beging the year	nning of	Tı	ransaction	during the	Cumulative Shareholding at the end of the year		
		No. of Shares	% of Total shares of the Company	Date	Increase (No. of Shares)	Decrease (No. of Shares)	Reason	No. of Shares	% of Total shares of the Company
1.	Ravi Ramgopal Rathi	1313495	17.51	-	-	_	-	1313495	17.51
2.	Santosh Chandrashekhar Nagar	718000	9.57	_	-	-	-	718000	9.57
3.	Shashikant Ramgopal Rathi	1	-	_	-	-	-	1	-
4.	Arun Kant Rathi	1	-	_	-	-	-	1	-
5.	Athena Advisory Services Pvt Ltd	265000	3.54	_	372500	-	-	637500	8.50

# (iv) Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs)

SI. No.	For Each Shareholder	Sharehol the begin the year	nning of	Transa	ction During th	Cumulative Shareholding at the end of the year		
		No. of Shares	% of Total shares of the Company	Date	No. of Shares	Reason	No. of Shares	% of Total shares of the Company
1.	PRITESH A NANDU	100000	1.33	-	(100000)	Sale	=	0.00
	At the end of the Year	-	-	-	-	-	-	0.00
2.	ANIL POPATLAL NAGDA	60000	0.80	-	-	-	60000	0.80
	At the end of the Year	-	-	-	-	-	60000	0.80
3.	SANDEEP NARAYAN KHENGLE	265000	3.53	-	5000	Purchase	270000	3.60
	At the end of the Year	-	-	-	-	-	270000	3.60
4.	PRIYANKA GHAG	182500	2.43	-	(12500)	Sale	170000	2.17
	At the end of the Year	-	-	-	-	-	170000	2.17
5.	HEMANT GHAG	162500	2.17	-	(40000)	Sale	122500	1.63
	At the end of the Year	-	-	-	-	-	122500	1.63
6.	LALIT RAMAKANT SALUNKE	162416	2.17	-	(137416)	Sale	25000	0.38
	At the end of the Year	-	-	-	-	-	25000	0.38
7.	CHANDRAKANT SHRIRAM BORSUTKAR	157500	2.10	-	5000	Purchase	162500	2.17
	At the end of the Year	-	-	-	-	-	162500	2.17
8.	AMIT RAMESH SAPKAL	102500	1.37	-	(102500)	Sale	-	0.00
	At the end of the Year	-	-	-	-	-	-	0.00
9.	KALANIDHI TRADELINK PVT. LTD.	82500	1.10	-	-	-	82500	1.10
	At the end of the Year	-	-	-	-	-	82500	1.10
10.	ANSWET INDIA PRIVATE LIMITED	-	-	-	112500	Purchase	112500	1.50
	At the end of the Year	-	-	-	-	-	112500	1.50