

ATHENA CONSTRUCTIONS LIMITED

ANNUAL REPORT 2018-19

GENERAL INFORMATION

CIN	:	L45200MH2011PLC215562
Registered office	:	203, Shyam Kamal, A Wing Tejpal Road, Vile Parle (East), Mumbai-400 059
Board of Directors		
Mr. Brijkishore Kamalnayan	:	Director
Mr. Ravikant Rathi	:	Director
Mr. Shashikant Rathi	:	Director
Mr. Santosh Nagar	:	Director
Mr. Asha Maheshwari	:	Director
Key Managerial Personnel		
Ms. Urmi Gherwada	:	Chief Financial Officer
Banker	:	HDFC Bank Limited, Mumbai
Statutory Auditors	:	M/s. P.C. Surana & Co. Chartered Accountants Mumbai
Share Registrar & Transfer Agent	:	PURVA SHAREGISTRY (INDIA) PVT. LTD. Unit no. 9, Shiv Shakti Ind. Estt. J .R. Boricha Marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai - 400 011 Tel : 022-2301 8261
Website	:	www.athenaconstructions.in
E Mail	:	athenaconstructions2011@gmail.com

NOTICE is hereby given that the Eighth **Annual General Meeting** of the Members of **Athena Constructions Limited** will be held on Friday, December 27, 2019 at 11:00 A.M. at Office No. 203, A-Wing, Shyam Kamal, Tejpal Road, Vile Parle East, Mumbai – 400057, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements of the Company

To receive, consider and adopt

The Audited Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditor thereon.

2. Ratification of the appointment of Statutory Auditor

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. P. C. Surana & Co., Chartered Accountant, Mumbai (Firm Registration No. 110631W) as Statutory Auditor of the Company for a term of five years i.e. until the conclusion of 11th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting to be held in the financial year 2019-20 on such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For Athena Constructions Limited

Santosh Nagar
Managing Director

Registered Office:
Office No. 203, A-Wing,
Shyam Kamal, Tejpal Road,
Vile Parle East, Mumbai – 400057

Place: Mumbai
Date: November 26, 2019

NOTES – Forming Part of the Notice:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT APPOINTING PROXY AS PER THE FORMAT INCLUDED IN THE ANNUAL REPORT SHOULD BE RETURNED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, if not already voted through remote E-Voting.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of the Meeting.
6. A route map showing the direction to reach the venue of the Annual General Meeting is given at the end of this notice as per the requirement of the Secretarial Standards – 2 on 'General Meeting'.
7. The Register of Members and the Share Transfer Books will remain closed from Tuesday, December 24, 2019 to Friday, December 27, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company or it's Registrar & Share Transfer Agents – Purva Sharegistry (India) Pvt. Ltd.
9. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.athenaconstructions.in and also on website of the respective Stock Exchange.

10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder and as a part of 'Green Initiative in Corporate Governance,' Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
12. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
13. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
14. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, December 24, 2019 at 9:00 AM and ends on Thursday, December 26, 2019 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Select the "Athena Constructions Ltd." from the drop down menu and click on Submit.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu herein 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the "Athena Constructions Ltd." on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. 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.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
15. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of December 20, 2019.
16. M/s. Namrata Vyas & Associates, Practicing Company Secretary (CP No. 17283) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
18. The results shall be declared on or after the AGM of the Company and the resolutions shall be deemed to be passed on the date of the AGM subject to the receipt of the requisite number of votes in favour of the resolutions.

19. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www. athenaconstructions.in](http://www.athenaconstructions.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange where the shares of the Company are listed.

By Order of the Board
For Athena Constructions Limited

Santosh Nagar
Managing Director

Registered Office:
Office No. 203, A-Wing,
Shyam Kamal, Tejpal Road,
Vile Parle East, Mumbai – 400057

Place: Mumbai
Date: November 26, 2019

DIRECTOR'S REPORT

To
The Members,

The Board of Directors of Your Company take pleasure in presenting the Eighth Annual Report on the operational and business performance, along with the Audited Financial Statements for the financial year ended March 31, 2019.

KEY FINANCIALS

The Company's Financial Performance for the financial year ended March 31, 2019, is summarized below:

Particulars	<i>(Rs. in Lakhs)</i> Year Ended	
	March 31, 2019	March 31, 2018
Income From Operations	33.50	70.88
Profit Before Tax	(13.32)	6.28
Less: Provision for Taxation	0.00	1.62
Profit after Tax	(13.32)	4.66
Add: Balance b/d from Previous Year	16.44	11.78
Less: Capitalization of Reserve	-	-
Balance carried over to Balance Sheet	3.13	16.44

RESULT OF OPERATIONS AND STATE OF AFFAIRS

The total Income of the company for the year under review is Rs. 33.50 Lacs as against previous year Rs. 70.88 Lacs. The Profit After Tax stood at Rs. (13.32) Lacs compare to previous year Rs. 4.66 Lacs. Due to lower receipt of Contractual Receipt there is not much income during the year. Your Directors are 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, 2019 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.

UNCLAIMED 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

During the Year under review, the Company has not issued any further equity share capital. As at March 31, 2019, 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

During the year under review Mrs. Asha Shashikant Rathi has been appointed as Independent Women Director on the board and Mr. Himanshu Maheshwari and Ms. Rani Ajay Jha left the Company, board placed on record appreciation for the support and services they have rendered during their tenure as director.

Further Ms. Nisha Jain company secretary left the company. However, Company has appointed Ms. Pallavi Chavan as Company Secretary cum compliance officer with effect from 1st December, 2019.

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.

Based on the confirmation received, none of the Directors are disqualified for being appointed/re-appointed 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.

AUDIT COMMITTEE

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015, the Company has constituted an Audit Committee comprising of the following Directors as on date viz., Mr. Brijkishore Ruia (Chairman), Mr. Shashikant Rathi and Mrs. Asha Maheshwari.

Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

During the year ended March 31, 2019, Four (4) Audit Committee meetings were held on 30th May, 2018, 5th September, 2018, 14th November 2018 and 14th February, 2019.