

ATHENA CONSTRUCTIONS LIMITED
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION

INTRODUCTION

Pursuant to Securities Exchange Board of India (SEBI) Circular No. CIR/ISD/01/2015 dated 11th May, 2015 the Company has formulated a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” in accordance with the Regulations 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 to be effective from 15th May, 2015.

Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall formulate and publish on its website, a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereafter mentioned as the “Code”). Further, pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall promptly intimate the stock exchange where the securities are listed such code and every amendment thereof.

DEFINITION

“**Board**” means the Board of Directors of the Company.

“**Code**” or “**Code of Conduct**” shall mean Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

“**Company**” means ATHENA CONSTRUCTIONS LIMITED.

“**Compliance Officer**” means Company Secretary of the Company

“**Generally available Information**” means information that is accessible to the public on a non discriminatory basis.

“**Unpublished Price Sensitive Information**” means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement

CODE OF FAIR DISCLOSURE

The Company endeavors to preserve the confidentiality of Un-published Price sensitive Information and to prevent the misuse of the Information. To achieve these objectives and in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted following Code in compliance with the Regulation 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

1. The Company will make prompt public disclosure of unpublished price sensitive information in relation to the Company that would impact price discovery of the securities of the company no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will ensure uniform and universal dissemination of unpublished price sensitive information in relation to the company via stock exchange where the securities of the company are listed and in order avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information in relation to the Company.
4. The Company will make efforts to promptly disseminate any unpublished price sensitive information in relation to the company that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information in relation to the company.
7. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the company's website www.shreenathiic.in to ensure official confirmation and documentation of disclosures made. Details of quarterly concall and concall transcript with analyst and relating to investor relation conferences will be made available on the company's website.
8. The Company executives will handle all unpublished price sensitive information in relation on a need-to-know basis.

REVIEW / AMENDMENTS

The Board of Directors of the Company may amend, abrogate, modify or revise any or all clauses of this Code in accordance with the applicable provisions of the Regulations, listing agreement entered into by the Company with the stock exchanges and guidance note issued by such stock exchanges, from time to time.
