



NOTICE

Notice is Hereby given that the 5TH Annual General Meeting of the Members of Athena Constructions Limited will be held at registered office of the Company at Office No. 203, Shayam Kamal, A Wing, tejpal road, Vile Parle East, Mumbai-400 000 on Wednesday, 2nd September, 2015 at 01.30 PM, to transact the following business:

Ordinary Business:

1. To Receive, Consider and adopt the financial statement of the company for the year ended 31st March, 2015 including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and auditor thereon.
2. To appoint a Director in Place of Mr. Santosh Chandrashekhar Nagar (DIN : 02800839) , who retires by rotation, and being eligible, offer himself for re-appointment.
3. To consider and if though fit, to pass with or without Modification/s the following resolution as an **Ordinary Resolutions:**

"RESOLVED THAT pursuant to the provisions of Section 139 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 Company hereby ratifies the appointment of M/s. Motilal & Associates (Firm registration No: 106584W), Chartered Accountant as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 9th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors."

Special Business:

Item No. 4: To consider and adopt the new set of Article of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provision of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contains in the existing Articles of Association of the Company.



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

Item No. 5: To Appoint Ms. Swati Rakesh Tripathi (DIN: 07036395) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152, read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV & other applicable provisions, if any, of the Companies Act, 2013, Ms. Swati Rakesh Tripathi (DIN: 07036395), has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years commencing from 2nd September, 2015, not liable to retire by rotation.”

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

By order of the Board of Directors

Sudha Jain
Company Secretary & Compliance officer

Place: Mumbai
Date: 31st July, 2015

**NOTES:**

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business under Item Nos. 4 to 5 to be transacted at the meeting, is annexed hereto.
2. 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. 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 FORTY-EIGHT 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.
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. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual Report.
7. The Register of Members and the Share Transfer Books will remain closed from Monday, 17th August, 2015 to Friday, 21st August, 2015 (both days inclusive) for the purpose of AGM.
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 its Registrar & Share Transfer Agents – Purva Sharegistry (India) Pvt. Ltd.



9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under 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 e-mail 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.
10. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at <http://constructions.athenaindia.co.in> and also on website of the respective Stock Exchange.
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 Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
14. As communicated earlier, members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are under compulsory demat system.
15. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the



votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by CDSL.

16. 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.
17. 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 Friday, 29th August, 2015 at 10:00 AM and ends on Monday, 01st Septmeber, 2015 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 Saturday, 22nd August, 2015, 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 Limited” 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 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.
- (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 Limited” 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

- 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
18. 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 22nd August, 2015.
19. M/s. VKM & Co., Practicing Company Secretary (CP No. 4279) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. 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 at least 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.
21. 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://constructions.athenaindia.co.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.

Annexure to the Notice:

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013 sets out the material facts relating to business under Item Nos. 4 to 5, mentioned in the accompanying Notice dated 31st July, 2015.

Item No. 4: The existing Articles of Association (‘AOA’) are in line with the erstwhile Companies Act 1956 and several articles in the existing AOA contains reference to the specific section of the Companies Act, 1956 while some Articles in the existing AOA are no longer in full conformity with the Companies Act, 2013 (‘New Act’).

The New Act is now largely in force and substantive sections of the Act, which deal with the general working of Companies, stand notified by the MCA. With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alterations / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.



The New AOA to be substituted in place of the existing AOA are based on Table F of Schedule I set out under the Companies Act, 2013 which sets out the model Articles of Association for a Company Limited by Shares

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at Item No. 4 of the accompanying notice for the approval of the Members.

Item No. 5:

Pursuant to the provisions of sections 149, 152, read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014, read with Schedule IV of the Companies Act, 2013, Swati Rakesh Tripathi (DIN: 07036395), appointed as Independent Women Director of the Company.

Swati Rakesh Tripathi (DIN: 07036395) have confirmed that she is not disqualified in terms of section 164 of the Companies Act, 2013 and she has given his consent to act as such. She has also submitted the declaration under section 149(6) of the Companies Act, 2013. A copy of the draft letter of appointment of the Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at Item No. 5 of the accompanying notice for the approval of the Members.

By order of the Board of Directors

Sudha Jain
Company Secretary & Compliance officer

Place: Mumbai

Date: 31st July, 2015



As required in terms of Clause 49 of the Listing Agreement, the details of the Directors retiring by rotation and eligible for appointment/additional Director and A brief profile of Independent Directors to be appointed are furnished below:

Name of Director	Mr. Santosh Chandrashekhar	Ms. Swati Rakesh Tripathi	Mr. Hitesh Pithadia
DIN No	02800839	07036395	03445597
Age	51 Years	37 Years	39
Qualification	Graduation in Commerce	Graduation in Commerce	Graduation in Commerce
Expertise	having 25 Years Experience in the field of Finance	having experience of 10 Years in the field of Finance as well as consultancy	Having experience of 15 years in Management, Consultancy, Finance
Other Directorship as on 31 st March, 2015 (Excluding Pvt. Companies)	---	---	-----
No. of Equity Shares held	---	---	---
Relation Ship with other Directors	None of Directors are related to Mr. Santosh Chandrashekhar	None of Directors are related to Ms. Swati Rakesh Tripathi	None of Directors are related to Mr. Hitesh Pithadia

By order of the Board of Directors

Sudha Jain
Company Secretary & Compliance officer

Place: Mumbai
Date: 31st July, 2015