



15c2-11 Information and Disclosure Statement

# **QUARTERLY ISSUER INFORMATION AND DISCLOSURE STATEMENT**

**PURSUANT TO RULE**

**15c2-11(a)(5)**

**February 14, 2019**

**Groupe Athena, Inc.**

**10/234 Dadisheth Agiary Lane**

**Kalbadevi, Mumbai 400002**

**Maharashtra, India**

**PHONE: (877) 647-6876**

**The company has a corporate website at [www.groupeathena.com](http://www.groupeathena.com). The reference to this website does not constitute incorporation by reference of the information contained therein.**

Federal ID No.

27-1794631

CUSIP No.

399454107

## **ISSUER'S EQUITY SECURITIES**

### **COMMON STOCK**

**\$0.01 Par Value**

**100,000,000 Common Shares Authorized**

**47,136,900 Issued and Outstanding**

Groupe Athena Inc. is responsible for the content of this Information and Disclosure Statement. The information contained in this report has not been filed with or approved by the Securities and Exchange Commission, any state securities commission, the National Association of Securities Dealers, or any other regulatory body. This document contains forward-looking statements. Forward-looking statements do not represent historical facts, but rather statements about management's beliefs, plans and objectives about the future, as well as assumptions and judgments concerning such beliefs, plans, and objectives. The statements are evidenced by terms such as "anticipate," "estimate," "should," "expect," "believe," "intend," and similar expressions. Although these statements reflect management's good faith beliefs and projections, they are not guarantees of future performance and they may not prove true. These projections involve risk and uncertainties that could cause the Company's actual results to differ materially from those addressed in the forward-looking statements. These risks and uncertainties include, but are not limited to, changes in general economic, market, or business conditions; changes in laws or regulations or policies of federal and state regulators and agencies; and other circumstances beyond the Company's control. Consequently all of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, or if substantially realized, will have the expected consequences on the Company's business or operations.



**GROUPE ATHENA INC.**  
**INFORMATION AND QUARTERLY UPDATE DISCLOSURE STATEMENT**  
**February 14, 2019**

**ITEM 1: Name of Issuer: Groupe Athena Inc.**

**ITEM 2: Address**

10/234 Dadisheth Agiary Lane  
Kalbadevi, Mumbai 400019  
Maharashtra, India  
Tel: (877) 647-6876

Website: [www.groupeathena.com](http://www.groupeathena.com)

Email: [info@groupeathena.com](mailto:info@groupeathena.com)

**ITEM 3: Security Information:**

Trading Symbol: **GATA**

Exact Title & Class of Securities Outstanding: **Common Equity Shares – 47,136,900 shares**

CUSIP: **399454107**

Par or stated value: **\$0.01**

Total shares Authorized: **100,000,000 shares as of December 31, 2018**

Total shares outstanding: **47,136,900 shares as of December 31, 2018**

Period End Date	# of Shares Authorized	# of Shares Outstanding	Freely Tradable Shares
Dec 31, 2018	100,000,000	47,136,900	9,225,450
June 30, 2018	100,000,000	47,136,900	8,755,450
June 30, 2017	100,000,000	47,136,900	7,815,450
June 30, 2016	100,000,000	47,136,900	7,345,450
June 30, 2015	100,000,000	47,136,900	6,260,450
June 30, 2014	100,000,000	47,136,900	4,865,450
June 30, 2013	100,000,000	47,136,900	4,091,600
June 30, 2012	100,000,000	47,136,900	2,621,600
June 30, 2011	100,000,000	47,136,900	2,171,600
June 30, 2010	100,000,000	47,136,900	2,070,000

\*\* The company announced a 20:1 split of common shares on July 1, 2009.



**ITEM 3A: Transfer Agent:**

**Globex Transfer LLC**  
280 Deltona Boulevard, Suite 202  
Deltona, FL 32725  
Tel: (813) 344-4490

Is the Transfer Agent Registered under the Exchange Act: **YES**

**RESTRICTIONS ON TRANSFER OF SECURITY:**

The company has a total of **47,136,900** shares outstanding as of December 31, 2018 of which **9,225,450** shares are freely transferable. The balance of the 37,911,450 shares is restricted and may be transferred only as per Rule 144 of the Securities Exchange Act (1934).

**TRADING SUSPENSION ORDERS ISSUED BY THE SEC IN THE PAST 12 MONTHS:**

**None**

**ITEM 4: Issuance History:**

**There have been no changes in total shares outstanding by the issuer in the past 2 fiscal years and any interim period thereafter. The company has not issued any shares during the past two years and shares outstanding remain the same since July 1, 2009.**

**ITEM 5: Financial Statements:**

The unaudited financial statements of the issuer as of December 31, 2018 are attached to the end of this Annual Update, and the financial statements included therein, and where they are located, are as follows:

Statement of Operations	Page 9
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Statement of Changes to Shareholder Equity	Page 12
Notes to Financial Statements	Page 13



## **ITEM 6: Issuer's Business, Products & Facilities**

### **A: Description of Issuer's Business Operations:**

Serving India and South East Asia, Groupe Athena has been serving companies abroad in obtaining FDA approval for pharmaceuticals, medical products and devices for export to America. The goal is to ensure each of our clients passes FDA inspection by assisting them from concept through development, with consultation through all the regulatory requirements, filings, and processes to achieve FDA compliance and approval. Net revenues for the quarter ended December 31, 2018 were \$3,116,892 and net loss was \$4,337,861.

### **B: Date & State of Incorporation**

Groupe Athena, Inc was originally incorporated in the State of New Jersey in June 2008.

### **C: Issuer's Primary SIC Code:**

The Issuer's primary SIC Code is 8999.

### **D: Issuer's Fiscal Year & Date:**

The fiscal year end date is June 30.

### **E: Principal Products or Services and their markets:**

**Groupe Athena, Inc.** presently offers the following services:

- Analytical QC
- QA Functions
- Readiness for Inspections
- Compliance
- Validation
- Clinical Trial Management
- Regulatory/Legal
- Preparation of Regulatory Filings (IND's/PMA's/NDA's/ANDA's/510Ks etc)
- Compliance Assessments (GLP, GMP, GXP)
- Risk Assessments
- Mock FDA Audits



- Medical Device Support
- CMC Support
- GMP Training
- Facility Layout Consulting
- Utilities, Process, IT, Computer, and Cleaning Validation
- Training

All of the services are provided from the facilities located in Mumbai, India and the clients are various pharmaceutical companies based in India.

## **ITEM 7: Issuer's Facilities**

The Issuer leases a 35,000 square foot industrial building located in Mumbai, India. The facility is equipped with state of the art laboratory and testing equipment predominately used for the services rendered but also includes four executive offices and an administrative office for accounting, customer service and sales functions.

## **Management's Discussion and Analysis or Plan of Operation**

As estimated, revenues for the quarter were 81% lower than in the corresponding period of the previous quarter and the company posted a net loss for the period. **However the company has no major orders on hand at this time.**

Management has initiated aggressive marketing measures to get large long term contracts to reverse the trend of falling revenues.

Considering the precarious situation of the company, the Board has appointed Globex Transfer LLC as a consultant to the company to help it diversify or get a strategic partner to help it navigate through these difficult times. As consideration for its services, Globex Transfer LLC will be allotted 2,350,000 equity shares which would be restricted until such time there is a successful completion to its efforts. Hence the issued and outstanding shares of the company would increase by 2,350,000 shares to a total of 49,486,900 shares outstanding during the current quarter ending March 31, 2019.



## ITEM 8A: Names of Officers, Directors and Control Persons

The following list sets forth the name, address, and position of each executive officer and director of the Issuer as of the date hereof:

<b>Name</b>	<b>Position</b>	<b>Shares</b>	<b>%</b>
Dipika Purohit 327 Makharia House Sardar V.P. Road, Khetwadi Mumbai 400004, India	CEO	2,500,000	5.3%
Dr. Chitra Saxena 1 Fairfield Road Staines-upon-Thames, Wraysbury, TW19 5DU United Kingdom	Director	1,500,000	3.2%
Prakash Iyer 327 Makharia House Sardar V.P. Road, Khetwadi Mumbai 400004, India	Director	4,886,900	10.4%

## ITEM 8B: Legal / Disciplinary History

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses).

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.

None



**3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, or vacated.**

None

**4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.**

None

### **ITEM 8C: Beneficial Shareholders**

The Issuer has only one beneficial shareholder owning more than 10% of the Issuer's equity securities:

Allianz Atlantis Partners LLC  
16 Foote Lane  
Morris Plains, NJ 07950  
Managing Member: Kalpathy Parameswaran  
Equity Ownership: 26,114,550 shares (55.4%)

### **ITEM 9: Third Party Providers**

**Legal Counsel:**  
Mr. Anthony Sarsano  
4500 Cottage Place  
Union City, NJ 07087  
Tel: (201) 864-5825



**ITEM 10: ISSUER CERTIFICATION:**

I, D. Purohit, certify that:

1. I have reviewed this quarterly disclosure statement dated February 14, 2019 of Groupe Athena Inc.,
2. Based on my knowledge, this disclosure statement does not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure document.

Dated: February 14, 2019

Certified by: /s/ D. Purohit  
D. Purohit, Chief Executive Officer





## **Groupe Athena Inc.**

### **UNAUDITED FINANCIAL STATEMENT**

**QUARTER ENDED: DECEMBER 31, 2018**

Un-audited financial statements for Groupe Athena Inc., for the quarter ending December 31, 2018 have been prepared by Management. Accordingly, the financial statements have not been reviewed by independent auditors and do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.



### Groupe Athena Inc.

<b>Statement of Operations</b>	<b>Oct 1 to Dec 31, 2018</b>	<b>Oct 1 to Dec 31, 2017</b>	<b>June 30 2018</b>	<b>June 30 2017</b>
<b>Revenues</b>	<b>3,116,892</b>	<b>16,364,908</b>	<b>55,968,325</b>	<b>55,865,721</b>
<b>Operating Expenses</b>				
Cost of Revenue	6,752,854	10,638,267	36,569,656	37,024,890
Sales & Marketing Expenses	802,885	2,548,940	8,356,839	7,825,795
General & Administrative Expenses	204,041	656,233	2,278,326	2,208,329
Research & Development Expenses	-	312,229	695,706	1,005,576
<b>Total Operating Expenses</b>	<b>7,366,211</b>	<b>14,155,669</b>	<b>47,900,527</b>	<b>48,064,590</b>
<b>Operating Income / (Loss)</b>	<b>(4,249,319)</b>	<b>2,209,239</b>	<b>8,067,798</b>	<b>7,801,131</b>
Depreciation & Amortization	88,542	107,439	406,494	576,533
Research & Development Expenses Written off	-	-	-	2,780,503
<b>Net Income / (Loss) before Income Taxes</b>	<b>(4,337,861)</b>	<b>2,101,800</b>	<b>7,661,304</b>	<b>4,444,095</b>
Provision for Taxes	-	372,941	1,267,243	1,172,782
<b>Net Income /(Loss) after Income Taxes</b>	<b>(4,337,861)</b>	<b>1,728,859</b>	<b>6,394,061</b>	<b>3,271,313</b>
<b>Weighted Average Shares Outstanding, basic &amp; diluted</b>	<b>47,136,900</b>	<b>47,136,900</b>	<b>47,136,900</b>	<b>47,136,900</b>
<b>Net Earnings per Share, basic &amp; diluted</b>	<b>(0.09)</b>	<b>0.04</b>	<b>0.14</b>	<b>0.07</b>



### Groupe Athena Inc.

Balance Sheet	Dec 31 2018	Dec 31 2017	June 30 2018	June 30 2017
<b>Current Assets</b>				
Cash & Equivalents	396,428	407,748	413,852	400,827
Short Term Investments	13,943,073	16,059,967	17,042,945	13,017,652
Accounts Receivables	752,184	1,005,290	1,080,337	1,007,281
Inventories	32,721	32,425	32,572	32,213
Prepaid Expenses	952	872	896	871
Deposits	14,287,976	12,792,631	13,872,659	11,735,123
<b>Total Current Assets</b>	<b>29,413,334</b>	<b>30,298,933</b>	<b>32,443,261</b>	<b>26,193,967</b>
<b>Fixed Assets</b>				
Property, Plant & Equipments - Gross	15,810,629	15,810,629	15,810,629	15,500,987
Less: Accumulated Depreciation	(15,376,166)	(14,992,067)	(15,196,833)	(14,790,339)
Property, Plant & Equipments - Net	434,463	818,562	613,796	710,648
Long Term Investments	25,000	25,000	25,000	25,000
Research & Development Expenses	9,910,636	9,725,620	9,901,654	9,662,901
<b>Total Fixed Assets</b>	<b>10,370,099</b>	<b>10,569,182</b>	<b>10,540,450</b>	<b>10,398,549</b>
<b>Total Assets</b>	<b>39,783,433</b>	<b>40,868,115</b>	<b>42,983,711</b>	<b>36,592,516</b>
<b>Current Liabilities</b>				
Accounts Payable	4,054	4,028	4,187	3,922
Accrued Expenses	872	835	874	801
Customer Advances	21,810	49,186	51,190	54,430
Other Current Liabilities	722	696	724	688
<b>Total Current Liabilities</b>	<b>27,458</b>	<b>54,745</b>	<b>56,975</b>	<b>59,841</b>
<b>Total Liabilities</b>	<b>27,458</b>	<b>54,745</b>	<b>56,975</b>	<b>59,841</b>
Common Stock	471,369	471,369	471,369	471,369
Additional Paid In Capital	1,885,476	1,885,476	1,885,476	1,885,476
Retained Earnings / (Deficit)	37,399,130	38,456,525	40,569,890	34,175,830
<b>Total Equity</b>	<b>39,755,975</b>	<b>40,813,370</b>	<b>42,926,735</b>	<b>36,532,675</b>
<b>Total Liabilities &amp; Shareholders' Equity</b>	<b>39,783,433</b>	<b>40,868,115</b>	<b>42,983,711</b>	<b>36,592,516</b>
<b>Common Shares Outstanding (Nos)</b>	<b>47,136,900</b>	<b>47,136,900</b>	<b>47,136,900</b>	<b>47,136,900</b>



## Groupe Athena Inc.

### Statement of Cash Flows

	Dec 31 2018	Dec 31 2017
<b>Net Income</b>	<b>(4,337,861)</b>	<b>1,728,859</b>
<b>Adjustments to reconcile net income to cash provided from operations</b>		
Accounts Receivable	24,135	5,139
Inventories	(59)	(18)
Prepaid Expenses	(16)	20
Accounts Payable	(74)	17
Accrued Expenses	(29)	8
Customer Advances	(30,461)	(6,066)
Other Current Liabilities	(13)	5
<b>Net Cash Provided by Operating Activities</b>	<b>(4,344,378)</b>	<b>1,727,964</b>
<b>Investing Activities</b>		
Machinery & Equipment	-	(100,977)
Depreciation	88,542	107,439
Research & Development Expenses	-	(56,591)
Long Term Investments	-	-
Short Term Investments	4,109,798	(881,599)
Deposits	124,704	(791,759)
<b>Net Cash Provided by Investing Activities</b>	<b>4,323,044</b>	<b>(1,723,487)</b>
<b>Financing Activities</b>		
Short Term Debt	-	-
Common Stock	-	-
<b>Net Cash Provided by Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Cash Increase for the period</b>	<b>(21,334)</b>	<b>4,477</b>
<b>Cash at Beginning of period (Sept 30)</b>	<b>417,762</b>	<b>403,271</b>
<b>Cash at end of period</b>	<b>396,428</b>	<b>407,748</b>



**Groupe Athena, Inc.**

**Statements of Changes to Shareholder Equity**

	<b><u>Amount (\$)</u></b>
Balance as at September 30, 2018	44,093,836
Net Income/(Loss)	<u>(4,337,861)</u>
<b>Ending Balance as at December 31, 2018</b>	<b><u>39,755,975</u></b>



**Groupe Athena Inc.**  
**Notes to Financial Statements**

**NOTE A - ORGANIZATION AND NATURE OF ACTIVITIES**

Groupe Athena Inc. was incorporated in June 2008 and began operations on July 1, 2008. Groupe Athena Inc. (the “Company”) is a research and testing organization and helps various pharmaceutical companies in India to get regulatory approvals and facilitate exports of pharmaceuticals to the United States.

The company has a research and marketing facility in India, employing 21 consultants and marketing personnel. The company is working towards aggressively expanding its presence in the Indian pharmaceutical industry and has various contracts on hand currently.

The Company is currently engaged in and devotes considerable time to financial planning, recruiting and training sales personnel and establishing a market presence for its services. Though revenues are increasing at a brisk pace, the management believes that a significant market presence and sales account base has yet to be achieved.

The board of directors has the authority, without action by the Company's stockholders, to provide for the issuance of preferred stock in one or more classes or series and to designate the rights, preferences and privileges of each class or series, which may be greater than the rights of the common stock.

**NOTE B -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The Company has prepared the financial statements in accordance with the International Financial Reporting Standards (IFRS). **The company has changed its accounting method from GAAP to IFRS in June 2012 and has restated its accounts for the years ending 2009, 2010, 2011 & 2012.**

Cash, Equivalents & Short Term Investments

These assets consist of highly liquid investments, which are readily convertible into cash and have maturities of three months or less. The Company places its temporary cash investments with financial institutions and limits the amount of credit exposure to any one financial institution. Interest Income for the quarter ending December 31, 2018 was \$19,711 and has been included in revenues.

Accounts Receivable

Allowance for Doubtful Accounts --The Company maintains reserves on customer accounts where estimated losses may result from the inability of its customers to make required payments. These reserves are determined based on a number of factors, including the current financial condition of specific customers, the age of accounts receivable balances and historical loss rate.



## 15c2-11 Information and Disclosure Statement

### Inventory

Inventories are stated at the lower of cost or market, cost being determined under the first-in, first-out method. The Company periodically reviews inventories and items considered outdated or obsolete are reduced to their estimated net realizable value.

### Share capital

On July 1, 2009 the company announced a forward split of 20 shares for every share held. This increased the number of shares outstanding from 2,356.845 shares to 47,136,900 shares outstanding.

The ticker symbol of the company is “GATA”. On April 4, 2011 the company got eligibility from the Depository Trust Company to allow electronic quotes and trading.

### Machinery and Equipment

Machinery and equipment is stated at cost, net of accumulated depreciation and amortization, which is computed using the straight-line method over the estimated useful lives of the related assets of three to five years. Expenditures for maintenance and repairs are charged to expense as incurred. Major improvements that extend the lives of assets are capitalized. Any gain or loss on disposition of assets is recognized currently. Accumulated Depreciation was \$15,376,166 as at December 31, 2018.

### Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairments whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the asset exceeds the fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

### Research & Development Expenses

Research costs, other than capital expenditures, are charged to operations as incurred. Expenditures on products developed internally are capitalized if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the company is able to sell the product;
- sale of the product will generate future economic benefits’ and
- expenditure on the project can be measured reliably.

Development expenses are charged to operations as incurred unless such costs meet the criteria for deferral and amortization. No development costs have been deferred to-date.



## 15c2-11 Information and Disclosure Statement

### Income Taxes

The Company accounts for income taxes in accordance with the provisions of the IFRS. Income tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax basis of assets and liabilities and their reported amounts using enacted rates in effect for the year in which the differences are expected to reverse. A valuation allowance is recorded for deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized.

### Revenue Recognition

The Company sells its services to pharmaceutical manufacturers. The Company recognizes revenue when the evidence of an arrangement exists, pricing is fixed and determinable, collection is reasonably assured, and the rendering of the services has commenced. Payment is due as per the contracts the company has entered into and no service is rendered until the client has given an advance.

### Deferred Financing Costs

Costs incurred to obtain financing have been written off as expenses in the year they were incurred.

### Advertising

Advertising costs are charged to expense as incurred, and are included in selling and marketing expenses. Advertising expense for the quarter ending December 31, 2018 was \$512,257.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted by the IFRS requires management to make estimates and assumptions that affect the amounts reported in its financial statements and accompanying notes. Actual results could differ from those estimates.

### Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash, accounts receivable, accounts payable, accrued liabilities and loans and notes payable. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments. The estimated fair value is not necessarily indicative of the amounts the Company would realize in a current market exchange or from future earnings or cash flows.

### Compensated Absences

The Company does not accrue for compensated absences and recognizes the costs of compensated absences when paid to employees. Accordingly, no liability for such absences has been recorded in the accompanying consolidated financial statements. Management believes the effect of this policy is not material to the accompanying financial statements.





## 15c2-11 Information and Disclosure Statement

### **NOTE C - INVENTORY**

The components of inventory as of December 31, 2018

Supplies & Consumables	\$32,721
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### **NOTE D – SHORT TERM DEBT**

As of December 31, 2018 the company had no debt outstanding.

### **NOTE E- COMMITMENTS AND CONTINGENCIES**

#### Operating Lease Commitments

The Company leases office space under operating leases expiring at various dates through 2025. In the normal course of business, operating leases are generally renewed or replaced by other leases. Rent expense for the quarter ending December 31, 2018 was \$66,327.

### **CERTIFICATION**

I, D. Purohit, Chairman of the Board and President of Groupe Athena Inc., hereby certify that the financial statements filed herewith and the attached notes, fairly present, in all material respects, the financial position as of December 31, 2018 and the results of operations and cash flows for the quarter ending December 31, 2018 in conformity with accounting principles generally accepted by the IFRS, as consistently applied.

Dated this 14<sup>th</sup> day of February, 2019.

\_\_\_\_\_  
-sd-

D. Purohit,  
CEO