

# **SEA GOLD INFRASTRUCTURE LIMITED**

**(formerly known as Sea Gold Aqua Farms Limited)**

**TWENTIETH ANNUAL REPORT**

**2013 - 2014**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

1. Sri. P.V.Krishna Reddy – Managing Director
2. Sri. Thapovardhan Vasireddy – Promoter and Non-Executive Director
3. Sri. Rajasekhar Mathuru Reddy – Promoter and Non-Executive Director
4. Sri. Korapati Venkateswara Rao – Independent and Non-Executive Director
5. Sri. Veerapaneni Venkata Satish – Independent and Non-Executive Director
6. Sri. Syed Khaleel Ahmed – Independent and Non-Executive Director
7. Sri. Eswar Chandra Vidya Sagar Magham – Additional Director

### REGISTERED OFFICE

CIN No. L70200TG1993PLC016389

Plot No. 23, Phase IV,

IDA Jeedimetla,

Hyderabad-500 055,

Telangana.

Tel. No. 040-23544558

Email: seagoldacqa@gmail.com

URL: www.seagoldaqua.com

### STATUTORY AUDITORS

M/s G.C. Reddy & Associates.

Chartered Accountants

Door No.8-3-678/70, 1st Floor

Pragathi Nagar, Srinagar Colony

Hyderabad - 500018, Telangana

### REGISTRAR AND SHARE TRANSFER AGENT

M/s. Venture Capital and Corporate Investments Private Limited,

#12-10-167, Bharat Nagar,

Hyderabad-18, Telangana.

Email: info@vccilindia.com

## CONTENTS

<b>S.No</b>	<b>Particulars</b>	<b>Page Nos</b>
1.	Corporate Information	<b>01 - 01</b>
2.	Notice of 20 <sup>th</sup> Annual General Meeting	<b>03 - 12</b>
3.	Directors' Report	<b>13 – 16</b>
4.	Report on Corporate Governance	<b>17 - 24</b>
5.	Management Discussion Analysis Report	<b>25 – 25</b>
6.	Auditors Report on Standalone Financials	<b>26 – 32</b>
7.	Balance Sheet	<b>33 – 34</b>
8.	Statement of Profit and Loss	<b>35 – 35</b>
9.	Cash Flow Statement	<b>36 – 37</b>
10.	Notes to Financial Statements	<b>38 - 42</b>

# SEA GOLD INFRASTRUCTURE LIMITED

**Regd Office:** Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad-500 055, Telangana.  
CIN No.: L70200TG1993PLC016389

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of the Company will be held on Tuesday, the 30<sup>th</sup> September 2014 at 03.00 P.M. at the Registered Office of the Company at Plot No.23, Phase IV, IDA, Jeedimetla, Hyderabad – 500 055 to transact the following business :

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014, the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri. V.Thapovardhan (holding DIN 01647905), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting and to fix their remuneration.

To consider and if thought fit to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s G.C. Reddy & Associates, Chartered Accountants (Firm Registration No. 010074S), Hyderabad, be and are hereby re-appointed as the Statutory Auditors of the company, to hold office for a period of three years from the conclusion of this Annual General Meeting to the conclusion of the 23<sup>rd</sup> Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) at such remuneration as shall be fixed by the Board of Directors of the Company.”

## **SPECIAL BUSINESS:**

### **4. Appointment of Sri. Eswar Chandra Vidya Sagar Magham as Director**

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

**“RESOLVED THAT** Sri. Eswar Chandra Vidya Sagar Magham (holding DIN 06488061), who was appointed an Additional Director of the Company with effect from July 03, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

### **5. Appointment of Sri. Eswar Chandra Vidya Sagar Magham as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sri. Eswar Chandra Vidya Sagar Magham (holding DIN 06488061), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the

criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

**6. Appointment of Sri. Korapati Venkateswara Rao as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sri. Korapati Venkateswara Rao (holding DIN 01836566), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

**7. Appointment of Sri Venkata Satish Veerapaneni as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sri Venkata Satish Veerapaneni (holding DIN 05215775), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

**8. Appointment of Sri Syed Khaleel Ahmed as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sri Syed Khaleel Ahmed (holding DIN 05347153), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

By the order of the Board  
**For Sea Gold Infrastructure Limited**

Sd/-  
**P.V.Krishna Reddy**  
Managing Director  
DIN: 00308975

Date : 28.07.2014

Place : Hyderabad

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Corporate Member(s) are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
4. Members/proxies should bring duly filled Attendance Slip sent herewith, to attend the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 27<sup>th</sup> September 2014 to Tuesday, 30<sup>th</sup> September 2014 (both days inclusive)** for the purpose of payment of dividend for the financial year ended 31<sup>st</sup> March, 2014.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to the Company. Such Changes intimated will then be reflected in the Company's records which will help the Company to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.
7. Members are requested to intimate their Permanent Account Number allotted to them by the Income Tax Department.
8. Pursuant to Section 72(1) of the Companies Act, 2013, read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The prescribed nomination Form-SH-13 can be obtained from the Share Transfer Agent or may be downloaded from the website of the Company.
9. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21<sup>st</sup> April, 2011 and Circular No. 18/2011 dated 29<sup>th</sup> April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit. Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic

form are requested to get their details updated with the respective Depositories. The annual report and other communications/documents sent electronically would also be displayed on the Company's website: <http://seagoldaqua.com/>. As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you. We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, in the interest of the environment.

10. Members intending to seek clarification at the Annual General Meeting concerning the accounts and any aspect of operations of the company are requested their questions in writing to the secretarial department so as to reach the company at least 10(ten)days in advance before the date of the Annual General Meeting, specifying the points.
11. Members holding shares in physical form are requested to intimate any change in their respective addresses, bank mandates, etc., immediately to the Company's Registrar & Share Transfer Agent. Members holding shares in electronic form must send the intimation about the change of their respective addresses, bank mandates, etc., to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
12. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
13. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lac).
14. All documents referred to in the notices and annexures thereto along with other mandatory registers/documents are open for inspection at the registered office of the Company on all working days (except Saturdays and Sundays) between 11.00 AM to 1.00 PM, prior to the date of 20th Annual General Meeting.
15. Members may also note that the Annual Report for FY 2013-14 will also be available on the Company's website [www.seagoldaqua.com](http://www.seagoldaqua.com) for their download.
16. **Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.**
17. Voting through electronic means;
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
  - b. The instructions for e-voting are as under:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - (ii) Click on "Shareholders" tab.

- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Physical Form	For Members holding shares in Demat Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)	
DOB#	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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account Bank or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the Folio Number in the PAN field. Eg. If your name is Ramesh Kumar with Foilo Number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 25<sup>th</sup> September, 2014 (9:00 am to 6:00 pm.), and ends on 26<sup>th</sup> September, 2014 (9:00 am to 6:00 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The e-voting period commences on 25<sup>th</sup> September, 2014 (9:00 am to 6:00 pm.), and ends on 26<sup>th</sup> September, 2014 (9:00 am to 6:00 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 29<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 29<sup>th</sup> August, 2014.

Mr. Manoj Kumar Koyalkar, AGR & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of thee-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared in the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.seagoldaqua.com](http://www.seagoldaqua.com) in and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By the order of the Board  
For **Sea Gold Infrastructure Limited**  
Sd/-  
**P.V.Krishna Reddy**  
**Managing Director**  
**DIN: 00308975**

Date : 28.07.2014

Place : Hyderabad

## **EXPLANATORY STATEMENT**

Pursuant to Section 102(1) of the Companies Act, 2013

### **Item No. 4**

Sri Eswar Chandra Vidya Sagar Magham, was appointed as an Additional Director of the Company with effect from July 03, 2014 by the Board of Directors under Section 161 of the Act and Article No. 94 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Sri Eswar Chandra Vidya Sagar Magham, holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from Sri Eswar Chandra Vidya Sagar Magham a Member signifying his intention to propose himself to be appointed as Director of the Company.

The Directors are of the view that the appointment of Sri Eswar Chandra Vidya Sagar Magham, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the Members for their approval.

Except Sri. Eswar Chandra Vidya Sagar Magham, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this Resolution.

### **Item No. 5 to 8**

Sri. Korapati Venkateswara Rao, Sri. Veerapaneni Venkata Satish, Sri. Syed Khaleel Ahmed and Sri. Eswar Chandra Vidya Sagar Magham are the existing Non-Executive Independent Directors of the Company, whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the independent directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company.

The above said Directors, being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for five (5) consecutive years commencing from 30.09.2014.

The Company has received from the above said directors:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013; and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Brief profile of the said Directors, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, the above said Directors fulfils the conditions specified in the Companies Act, 2013 and rules made there under for appointment as Independent Directors of the Company. Copy of the draft letter for appointment of Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to avail the services of the above said Directors. Accordingly, the Board recommends the resolutions under Item no. 5 to 8 for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, is concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at Item no. 5 to 8 for approval of the Members.

By the order of the Board  
For **Sea Gold Infrastructure Limited**  
Sd/-  
**P.V. Krishna Reddy**  
Managing Director  
DIN: 00308975

Date : 28.07.2014  
Place : Hyderabad

#### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Registrar and Share Transfer Agent (RTA) M/s. Venture Capital and Corporate Investments Private Limited, Regd.off: 12-10-167, Bharat Nagar, Hyderabad – 500 018. Tel: 91- 040 – 23818475 / 23818476, Fax: 040 – 23868023, **E-mail id:** info@vccilindia.com.

By the order of the Board  
For **Sea Gold Infrastructure Limited**  
Sd/-  
**P.V. Krishna Reddy**  
Managing Director  
DIN: 00308975

Date: 28.07.2014  
Place: Hyderabad

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
(Pursuant to Clause 49 of the Listing Agreement)**

Particulars	Sri. Korapati Venkateswara Rao	Sri. Veerapneni Venkata Satish	Sri. Syed Khaleel Ahmed	Sri. Eswar Chandra Vidya Sagar Magham	Sri. V.Thapovardhan
Date of Birth	20.07.1953	01.06.1967	07.07.1972	10.08.1984	10.07.1952
Date of Appointment	31.08.2008	14.08.2012	14.08.2012	03.07.2014	05.10.1993
Qualifications	Graduate	B.E.	B.E.	Post Graduate	Graduate
Expertise in specific functional areas	Infrastructure Activities	Infrastructure Activities	Infrastructure Activities	Infrastructure Activities	Infrastructure Activities
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 25 Companies)	02	02	NIL	NIL	01
Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee; And Shareholders/Investors Grievance Committee)	NIL	NIL	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL	NIL	NIL

**FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS /  
NOTICES BY ELECTRONIC MODE**

To  
Venture Capital and Corporate Investments Private Limited  
#12-10-167, Bharat Nagar,  
Hyderabad – 500 018.  
Telengana, India

**Company/Unit: SEA GOLD INFRASTRUCTURE LIMITED**

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : \_\_\_\_\_

DP ID / Client ID / Regd. Folio No. : \_\_\_\_\_

PAN No. : \_\_\_\_\_

E-mail Address : \_\_\_\_\_

Date :

Place :

(Signature of Member)

## DIRECTORS' REPORT

To

The Members

Your Directors present the 20<sup>th</sup> Annual Report together with the Audited Statements of Accounts for the Financial Year ended 31<sup>st</sup> March, 2014.

### **FINANCIAL PERFORMANCE OF THE COMPANY**

*(Amount in Rupees)*

	<b>Current Year Ended 31.03.2014</b>	<b>Previous Year Ended 31.03.2013</b>
<b>Income</b>		
Income from operations	Nil	Nil
Other Income	8,60,056	1,80,165
Interest from Bank	Nil	Nil
<b>Expenditure</b>	12,78,166	6,45,204
<b>Depreciation</b>	Nil	Nil
<b>Net Profit / (Loss) for the year</b>	(4,18,110)	(4,65,039)

### **OPERATIONS**

During the year under review, no operations were carried out by the Company. As informed earlier, all assets of the Company have been disposed off. It may be noted that during the year under review, the Company has implemented the Scheme of Arrangement under section 391 read with Section 100 of the Companies Act, 1956, approved by the Hon'ble High Court of Andhra Pradesh.

Pursuant to the said Scheme, your Company has completed the process of the Change in Main Objects of the Company from Aqua Culture and other allied activities to Infrastructure Activities by passing the resolution through postal ballot on 05<sup>th</sup> October, 2012 Mr. Manoj Kumar Koyalkar, Company secretary in practice, AGR Reddy & Co, Hyderabad was appointed as scrutinizer for the postal ballot to conduct the postal ballot process in fair and transparent manner. The resolution was passed with the requisite majority.

The Name of the Company has been changed from Sea Gold Aqua Farms Limited to Sea Gold Infrastructure Limited with effect from 31<sup>st</sup> October, 2012.

The process of Listing of the 50,00,000 (Fifty Lacs Equity Shares) allotted pursuant to the approved Scheme of Arrangement by the Hon'ble High Court of Andhra Pradesh on the Bombay Stock Exchange is under progress.

### **SHARE CAPITAL**

The Authorised Share Capital of the company as on March 31, 2014 is Rs. 5,50,00,000 divided into 55,00,000 equity shares of Rs.10/- each.

The Issued, Subscribed and Paid up Share Capital of the Company as on March 31<sup>st</sup>, 2014 is Rs.5,44,82,400/- (Rupees Five Crores Forty Four Lakhs Eighty Two Thousand Four Hundred only) divided into 54,48,240 (Fifty Four Lakhs Forty Eight Thousand two Hundred and Forty) Equity Shares of Rs.10/- (Rupees Ten) each.

**DIVIDEND:**

As there are no adequate profits in this financial year, the Company did not declare any dividend.

**TRANSFER TO RESERVE:**

There were no transfers to Reserves during the financial year 2013-2014.

**DIRECTORS**

Mr. Sreedhar Ikkurthi and Mr. Veera Raghavan Pathasarathy, Directors of the Company, resigned on 3rd July, 2014.

Approval of the shareholders is being sought for re-appointment of Sri. V.Thapovardhan, who retires by rotation at forthcoming Annual General Meeting of the Company and being eligible, offer themselves for reappointment in accordance with the Articles of Association and Companies Act, 2013.

Sri. Eswar Chandra Vidya Sagar Magham was appointed as Additional Director of the Company effect from July 03, 2014, in accordance with Article of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (the Act). Sri. Eswar Chandra Vidya Sagar Magham holds office only upto the date of the forthcoming AGM and a Notice under Section 160(1) of the Act has been received from Sri. Eswar Chandra Vidya Sagar Magham signifying his intention to propose himself for the appointment as an Independent Director. His appointment requires the approval of the Members at the ensuing AGM.

The Company has, pursuant to the provisions of Clause 49 of the Listing Agreement entered into with Stock Exchange appointed Sri. Korapati Venkateswara Rao, Sri. Veerapaneni Venkata Satish, Sri. Syed Khaleel Ahmed and Sri. Eswar Chandra Vidya Sagar Magham as Independent Directors of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49. In accordance with the provisions of Section 149(4) and proviso to Section 152(5) of the Companies Act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming AGM of the Company.

**STATUTORY AUDITORS:**

The Statutory Auditors of the Company M/s. G.C.Reddy & Associates, Chartered Accountants, Hyderabad, retire at this AGM, have signified their willingness for their re-appointment and have confirmed their eligibility under section 139(1) of the Companies Act, 2013. Members are requested to reappoint them for a period of three years and to authorize the Board to fix their remuneration.

**REPLIES TO AUDITORS' REPORT:**

The observations of the auditors are explained, wherever necessary, in appropriate notes to the accounts.

**FIXED DEPOSITS**

The Company has not raised any fixed Deposits as on 31<sup>st</sup> March, 2014 so as to attract the provisions of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of

Deposits) Rules, 1975 as amended from time to time. There is no amount outstanding or due to any deposit holder.

### **MANAGEMENT DISCUSSION ANALYSIS**

A detailed section on Management Discussion and Analysis, pursuant to the Clause 49 of the Listing Agreement is enclosed as an Annexure II to this Annual Report.

### **LISTING**

Details of Listing are annexed to the Corporate Governance Report.

### **DEMATERIALIZATION OF SHARES**

All the shares are held in physical mode and are not admitted in Demat mode either by NSDL or CDSL. However, your Company has initiated the process of Capital Admission of the existing shares and shares allotted pursuant to Scheme of Arrangement approved by the Hon'ble High Court of Andhra Pradesh in both NSDL and CDSL.

### **REQUIREMENTS UNDER CLAUSE 49 OF LISTING AGREEMENT**

In accordance with the Listing agreement, a report on (a) Corporate governance and (b) Management Discussion & Analysis Report is annexed herewith.

### **PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY AND ABSORPTION, FOREIGN EXCHANGE OUT GO**

Particulars with respect to Conservation of Energy as required under Section 217(1)(e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is not applicable to the Company since there are no activities.

Foreign Exchange inflow : Nil

Foreign Exchange outflow : Nil

### **PARTICULARS OF EMPLOYEES**

In pursuance of section 217(2A) of the Companies Act, 1956 none of the employees of the Company was drawing a remuneration exceeding Rs 60,00,000/- per annum or Rs 5,00,000/- per month or part thereof.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, your Directors wish to confirm that:

- i. in the preparation of the Annual Accounts for the financial year ending 31<sup>st</sup> March, 2014, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- ii. such Accounting policies have been selected and applied consistently and judgments and estimates are made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii. proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the



Company and for preventing and detecting any fraud or other irregularities has been taken; and

- iv. accounts for the financial year ended on 31<sup>st</sup> March, 2014 are prepared on a going-concern basis.

#### **CORPORATE GOVERNANCE:**

Our Directors re-affirm their continued commitment to good corporate governance practices and our company adheres to all major stipulations in this regard as provided in clause 49 of the Listing Agreement which relate to corporate governance.

A detailed report on the Corporate Governance, enclosed as Annexure together with a certificate from M/s G.C.Reddy & Associates, Chartered Accountants, forms part of this report.

#### **ACKNOWLEDGEMENTS**

Your Directors take this opportunity to place on record their sincere appreciation and wish to express their thanks for the guidance and assistance received from State & Central government agencies, BSE, Company's clients, Share holders for their continued support and faith in the Company.

By order of the Board

For **Sea Gold Infrastructure Limited**

**Sd/-**

**P.V.Krishna Reddy**  
**Managing Director**  
**DIN No: 00308975**

**Sd/-**

**Syed Khaleel Ahmed**  
**Director**  
**DIN No: 05347153**

Date: 28.07.2014  
Place: Hyderabad

## ANNEXURE I

### REPORT ON CORPORATE GOVERNANCE

#### 1) Company's Philosophy on code of Corporate Governance

The Company firmly believes in and has consistently endeavored to practice good corporate Governance. The Company's Philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, professionalism and accountability, in all facets of its operations, and in all its interactions with its stake holders, including shareholders and employees.

#### 2) Board of Directors

The Board of Directors consists of 8 Directors. The Board has an optimum combination of Executive and Non-Executive directors.

##### a) Composition and Category of directors as on March 31, 2014

Category	No. of Directors
Promoter Directors	2
Executive Director	1
Non-Executive Independent Directors	5
<b>Total</b>	<b>8</b>

The composition of the Board is in conformity with clause 49 of the Listing Agreement entered with the Stock Exchanges.

Name	Category	Designation	No. of Meetings held during the last financial year	No. of Meeting attended	Directorships in other companies
Sri P.V.Krishna Reddy	Promoter Executive	Managing Director	05	05	10
Sri V. Thapovardhan	Promoter, Executive	Director	05	05	01
Sri Korapati Venkateswara Rao	Non-Executive, Independent	Director	05	05	02
Sri. Veerapaneni Venkata Satish	Non-Executive, Professional	Director	05	05	02
Sri. Rajasekhar Mathuru Reddy	Non executive, Promoter	Director	05	05	Nil
Sri. Syed Khaleel Ahmed	Non-Executive, Independent	Director	05	05	Nil
Sri. Veera Raghavan Pathasarathy	Non-Executive, Independent	Director	05	05	Nil
Sri. Sreedhar Ikkurthi	Non-Executive, Independent	Director	05	05	Nil

**c) Number of other Directorships & Committee Membership/ Chairmanship**

Sl. No.	Name of Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Sri P.V. Krishna Reddy	10	None	None
2	Sri V. Thapovardhan	01	None	None
3	Sri Korapati Venkateswara Rao	02	None	None
4	Sri Veerapaneni Venkata Satish	02	None	None
5	Sri Rajasekhar Mathuru Reddy	None	None	None
6	Sri Syed Khaleel Ahmed	None	None	None
7	Sri Veera Raghavan Pathasarathy	None	None	None
8	Sri Sreedhar Ikkurthi	None	None	None

**e) No. of Board Meetings held and dates on which they were held during the year 2013-14**

Quarter	No. of Meetings	Dates on which held
April – June 2013	1	31 <sup>st</sup> May 2013
July – September 2013	2	14 <sup>th</sup> August 2013 & 2 <sup>nd</sup> September, 2013
October – December 2013	1	14 <sup>th</sup> November 2013
January – March 2014	1	14 <sup>th</sup> February 2014
<b>Total</b>	<b>5</b>	

**d) Pecuniary relationship or transactions of Non-Executive Directors**

Non-Executive Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters or its management which in the judgment of the Board may affect independence of judgment of the Director.

**e) Code of Conduct**

The Board of Directors of the Company laid a Code of Conduct for Directors and senior management personnel. All Directors affirmed compliance with the Code for the year under review. A declaration to this effect duly signed by the Managing Director of the Company is annexed to this report.

**f) CEO/CFO Certification**

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the Managing Director and Whole-time Director have certified to the Board the financial statements for the year ended 31<sup>st</sup> March, 2014.

**3) Board Committees**

The Board currently has 3 Committees: I) Audit Committee, II) Nomination and Remuneration Committee and III) Stakeholders Relationship Committee (earlier known as Shareholders'/ Investors' Grievance Committee). The terms of reference of the Board Committees are determined by the Board from time to time. The Board is responsible for constituting, assigning and co-opting the members of the Committees. The meetings of each Board Committee are convened by the respective Committee Chairman. The role and composition of these Committees, including the number of meetings held during the financial year and related attendance is provided below.

## I. AUDIT COMMITTEE

The Audit Committee consists of Non-Executive Independent Directors viz., Sri. Syed Khaleel Ahmed, Sri Veerapaneni Venkata Satish and Sri K. VenkateswaraRao (The constitution of Audit Committee also meets with the requirements under Section 292 A of the Companies Act, 1956).

The Composition, role, functions and powers of the Audit Committee are in line with the requirements of applicable laws and regulations.

The Audit Committee shall oversee financial reporting process and disclosures, review annual financial statements, review adequacy of internal audit function, related party transactions, review financial and risk management policies, oversee compliance with Stock Exchange and legal requirements concerning financial statements, review auditor's qualifications (draft), compliance with Accounting Standards, recommending the appointment and renewal of external Auditor, fixation of Audit fee and also approval for payment for any other services, etc.

During the year, the Audit committee has met five times. Attendances of each member at the committee meeting were as follows :

SI.No:	Name of Member	Status	No: of Meetings
1.	Sri Syed Khaleel Ahmed	Independent Director	05
2	Sri Veerapaneni Venkata Satish	Independent Director	05
3	Sri K. VenkateswaraRao	Independent Director	05

## II. Nomination and Remuneration Committee:

The Composition of the Remuneration Committee is as follows:

- a) Sri Syed Khaleel Ahmed - Chairman
- b) Sri Veerapaneni Venkata Satish - Member
- c) Sri K. Venkateswara Rao - Member

The Remuneration committee has been constituted to recommend / review the Remuneration of the Executive Directors. The remuneration policy is in consonance with the existing industry practices and also with the provisions of the Companies Act, 1956.

### Remuneration of Directors:

The Company pays remuneration by way of salary, perquisites and other allowances to the Managing Director/Whole-time Directors as approved by the Board and Shareholders of the Company.

The remuneration is fixed considering various factors such as qualification, experience, expertise, and prevailing remuneration in the corporate world, financial position of the Company etc. The remuneration structure comprises of Basic Salary, Commission, perquisites and allowances, Contribution to Provided Fund and other funds in accordance with the Provisions of the Companies Act, 1956. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees for each meeting of the Board attended by them.

## III. Stakeholders Relationship Committee:

As a measure of Good Corporate Governance and to focus on the Shareholder's grievance and towards strengthening investor relations, as Investor's Grievance Committee has been constituted as a sub-committee of the Board.

The composition of the Committee as follows:\*

- i. Sri Syed Khaleel Ahmed – Chairman
- ii. Sri Veerapaneni Venkata Satish – Member
- iii. Sri K. VenkateswaraRao – Member

The Committee primarily focuses on shareholder grievances, inter-alia, approves the issue of duplicate share certificates and oversees and reviews all matters connected with servicing of investors. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall quality improvement of investor services.

The Company has appointed M/s Venture Capital and Corporate Investments Private Limited as Registrar & Share Transfer Agents and they will also attend to Investors Grievances.

#### **4. General Body Meetings**

##### **a) Date, Venue and Time of the last three Annual General Meetings**

<b>Date</b>	<b>Venue</b>	<b>Time</b>	<b>No. of Special Resolutions</b>
30.09.2013	Plot No 23 Phase IV, IDA, Jeedimetla, Hyderabad – 500055	3.00 P.M.	Nil
29.09.2012	Plot No 23 Phase IV, IDA, Jeedimetla, Hyderabad – 500055	11.00 A.M.	Nil
30.09.2011	H.No. 8-2-389/A, Plot No 1367, Pagan Plaza, Road no: 45, Jubilee Hills, Hyderabad 500 033	11.00 AM	Nil

#### **5. Disclosures**

There are no materially significant related party transactions, i.e., transactions material in nature, with its promoters, Directors or the Management their relatives etc. that may potentially conflict with the interests of the company.

The Company has not adopted the non-mandatory requirements. And no penalties are imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

##### *Whistle Blower Policy:*

We have established a mechanism for employees to report to the management, concerns about an ethical behavior actual or suspected frauds or violation of our code of conduct policy. The mechanism also provides for adequate safeguard against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit committee in exceptional cases.

#### **6. Means of Communication**

The main channel of communication to the shareholders is through the annual report which inter alia includes the Directors' Report, the Report of the Board of Directors on Corporate Governance, Management Discussion and Analysis Report, along with the Auditors Report, and Shareholders Information.

The Quarterly Unaudited results are regularly sent to the Bombay Stock Exchange where shares are listed and normally published in the all India editions of the Business Standard (National Daily) and Andhra Prabha (Regional Newspaper) along with the official news release.

*\*The Committee includes the Audit Committee, the Remuneration Committee and the Shareholders / Investor Grievance Committee.*

## **8. The Management Discussion and Analysis Report**

A separate Report of Management discussion and analysis is attached as a part of the Annual Report.

## **9. Nomination Facility**

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company. As permitted under Section 109A of the Companies Act, 1956 are requested to submit to the Company the prescribed Form 2B for this purpose.

## **10. Company's Policy on prevention of Insider Trading**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company had framed a Code of Conduct for prevention of insider trading. Sri. Veerapaneni Venkata Satish had been appointed as the Compliance Officer for the purpose. The code is applicable to all such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism.

## **Compliance with Clause 49 Mandatory Requirements**

The Company complied with all the applicable mandatory requirements of Clause 49 of the Listing Agreement and is also submitting a quarterly compliance report duly certified by compliance officer of the company to the stock exchanges within the time frame prescribed under regulations.

## **11. General Information for shareholders**

a. Annual General Meeting Day, date, time and venue	Tuesday, the 30 <sup>th</sup> September 2014 at 03.00 P.M at Plot No 23, Phase 4, IDA Jeedimetla, Hyderabad-500055
b. Book closure dates	From 27 <sup>th</sup> September to 30 <sup>th</sup> September 2014 (both days inclusive) for the purpose of Annual General Meeting
c. Financial Calendar	
(i) 1 <sup>st</sup> Quarter	1 <sup>st</sup> April to 30 <sup>th</sup> June
(ii) 2 <sup>nd</sup> Quarter	1 <sup>st</sup> July to 30 <sup>th</sup> September
(iii) 3 <sup>rd</sup> Quarter and	1 <sup>st</sup> October to 31 <sup>st</sup> December
(iv) 4 <sup>th</sup> Quarter	1 <sup>st</sup> January to 31 <sup>st</sup> March
d. Financial Year	Year ending March 31, 2014
e. Listing of equity shares is at	The Bombay Stock Exchange Limited, 25th Floor, P J Towers, Dalal Street, Fort, Mumbai - 400 001.
f. Stock Code	530361
g. Share Transfer System	Share transfer requests, which are received in physical form are processed and the share certificates returned within a period of 15 days in most cases, and in any case within 30 days, from the date of receipt, subject to the documents being in order and complete in all respects.

h. Secretarial Audit	Secretarial Audit is being carried out every quarter by a Practicing Company Secretary and his audit report is placed before the Board for its perusal and filed with the Stock Exchange.
i. Location	Registered Office: Plot No 23, Phase 4, IDA, Jeedimetla, Hyderabad-500055 Email: seagoldacqa@gmail.com Website: <a href="http://www.seagoldaqua.com">www.seagoldaqua.com</a>
j. Registrar & Share Transfer Agents	M/s Venture Capital and Corporate Investments Private Limited#12-10-167, Bharat Nagar, Hyderabad-18 Registration No. with SEBI: INR00001203 Tel: +91-40-23818475/476 Fax: +91-40-23868024 Email: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>
k. Query on the Annual Report	Sri. Veerapaneni Venkata Satish Director/ Compliance officer <b>Sea Gold Infrastructure Limited,</b> Plot No.23, Phase IV, IDA Jeedimetla, Hyderabad – 500 055 Email: <a href="mailto:seagoldacqa@gmail.com">seagoldacqa@gmail.com</a> Website: <a href="http://www.seagoldaqua.com">www.seagoldaqua.com</a>
i. Corporate Identification No:	L70200TG1993PLC016389

l. Distribution of shareholding as on 31<sup>st</sup> March, 2014

Category	No. of shareholders	Total Shares	% of holding
Promoter & Promoter Groups	9	3897410	71.54
Financial Institutions/Banks	2	50000	0.92
Bodies Corporate	12	587310	10.77
Resident Individuals	922	859880	15.78
Non Resident Indians	50	46230	0.85
Mutual Funds/UTI	1	7410	0.14
<b>Total</b>	<b>996</b>	<b>5448240</b>	<b>100.00</b>

m) Categories of share holders as on 31<sup>st</sup> March, 2014

Category	No. of Shared Held	Percentage
Promoters and Promoter Group	<b>3897410</b>	<b>71.54</b>
Financial Institutions	50,000	0.92
Others	1500830	27.54
<b>Total</b>	<b>5448240</b>	<b>100.00</b>

## CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

To  
The Shareholders

I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the code of conduct adopted by the Company and have submitted declaration in this behalf for the year ended 31<sup>st</sup> March 2014.

By the order of the Board  
For **Sea Gold Infrastructure Limited**  
Sd/-  
**P.V.Krishna Reddy**  
Managing Director  
DIN: 00308975

Date: 28.07.2014  
Place: Hyderabad

### **Chief Executive Officer Certification under Clause 49 of the Listing Agreement with the Stock Exchange**

To  
The Board of Directors  
Sea Gold Infrastructure Limited

We, **P.V.Krishna Reddy**, Managing Director and Syed Khaleel Ahmed, Director of Sea Gold Infrastructure Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet, Profit and Loss Account, its schedule & notes to the accounts and cash flow statement for the year ended 31<sup>st</sup> March 2014 and that to the best of my knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair views of the Company's and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a) Significant changes in internal control during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place: Hyderabad  
Date: 28.07.2014

**P.V.Krishna Reddy**  
Managing Director  
DIN: 00308975

**Syed Khaleel Ahmed**  
Director  
DIN: 05347153



**Auditors Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s)**

To  
The Members  
Sea Gold Infrastructure Limited

1. We have reviewed the implementation of Corporate Governance by Sea Gold Infrastructure Limited (The Company) during the year ended 31<sup>st</sup> March, 2014, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

We further state that such compliance is neither an assurance as to the future viability of the Company as per the records maintained by the Shareholder's/Investors Grievance Committee.

3. We state that no investor grievance are pending for a period exceeding one month against the Company as per the records maintained by the Shareholder's/Investors Grievance Committee.
4. On the basis of our review and according to the information and explanations provided to us, the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement(s) with the Stock Exchange have been complied with in all material respect of the Company.

For **M/s. G.C Reddy & Associates.,**  
**Chartered Accountants**

**Vijendra. G**  
**Partner**  
**M.No.220735**

Place: 28.07.2014

Date: Hyderabad

## ANNEXURE- II

### MANAGEMENT'S DISCUSSION & ANALYSIS REPORT :

#### 1. INDUSTRY STRUCTURE AND DEVELOPMENT, OPPORTUNITIES & THREATS, PERFORMANCE, OUTLOOK AND RISKS & CONCERNS:

In view of the Hon'ble Supreme Court directions, the Company did not undertake any Aqua Culture activities as the Aqua Culture Industry as whole is affected.

#### 2. SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE:

The Company has no operations for the year ended March 31, 2014, hence nothing to report under this head.

#### 3. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a proper and adequate system of internal control to ensure all the assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, regarded and reported correctly.

An Audit Committee headed by a Non-Executive Independent Director is in place to review various areas of the control systems.

#### 4. DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Account and other financial statements etc. appearing separately.

The financial performance of the Company has been explained in the Directors' Report of the Company for the year 2013-2014 appearing separately.

#### 5. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRY RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED :

Since there are no activities carried out by the Company, there are no employees on the rolls of the Company.

#### 6. CAUTIONARY STATEMENT :

Certain statement in the Management Discussion and Analysis describing the Company's views about the industry, expectations/predictions, objectives etc, may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Company's operations may inter-alia affect with the supply and demand situations, input prices and their availability, changes in Government regulations, tax laws and other factors such as Industrial relations and economic developments etc. Investors should bear the above in mind.

#### 7. DECLARATION UNDER CODE OF CONDUCT

As required under Clause 49(ID) of the Listing Agreement, it is hereby declared that the Company has obtained confirmation from all the Board Members of the Company for the compliance of the Code of Conduct of the Company for the year 2013-14.

By order of the Board

For **Sea Gold Infrastructure Limited**

Date: 28.07.2014

Place: Hyderabad

**P.V.Krishna Reddy**

**Managing Director**

**DIN No: 00308975**

**Syed Khaleel Ahmed**

**Director**

**DIN No: 05347153**

## INDEPENDENT AUDITOR'S REPORT

**To  
The Members of  
Sea Gold Infrastructure Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s. Sea Gold Infrastructure Limited** (Formerly Known as Sea Gold Aqua Farms Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014; and
- (b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date;

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - e. On the basis of written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For M/s G C Reddy and Associates**  
Chartered Accountants  
Firm Regn No.010074S  
**Vijendra G**  
Partner, M.No.220735

Place: Hyderabad

Date: 29.05.2014

## ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 6 of our report of even date,

- 1)
  - a) The company does not hold any Fixed Assets and hence clause on maintaining proper records showing full particulars including quantitative details and situation of fixed assets is not applicable.
  - b) Since, the Company does not hold any Fixed Assets clause on Physical Verification by the Management is not applicable.
  - c) Since, the Company does not hold any Fixed Assets clause on disposal of substantial part of fixed assets during the year is not applicable.
- 2)
  - a) The Company does not hold any inventory and the Clause on physical verification of the inventories by the management is not applicable.
  - b) Since, the company does not hold any Inventory Clause on maintaining proper records of inventories and discrepancies noticed on physical verification of inventories as compared to book records were not applicable.
  - c) Since, the Company does not hold any inventory clause on Physical Verification by the Management is not applicable.
- 3)
  - a) In our opinion, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act.
  - b) In our opinion, the rate of interest and other terms and conditions in respect of unsecured loans given by the company to its employees and others, are in our opinion, prima facie not prejudicial to the interest of the Company;
  - c) In respect of such loans given by the Company, where stipulations have been made, they have generally repaid the principal amounts as stipulated and have been regular in payment of interest, where applicable;
  - d) In respect of such loans given by the Company, there are no overdue amounts more than Rs. 1,00,000/-.
- 4) In our opinion, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, fixed assets and for the sale of goods.
- 5)
  - a) In our opinion, all the contracts or arrangements that need to be entered have been duly entered in the register maintained under section 301 of the Companies Act, 1956.
  - b) In our Opinion, the company has entered into an arrangement with M/s PVK Engineers Pvt Ltd for the purchase of immovable property at a reasonable price for an amount of Rs. 6 crores having regard to the prevailing market conditions at the time of the agreement
- 6) In our opinion and according to the information and explanation given to us, the Company has not accepted any Deposits as defined under Section 58A of the Companies Act, 1956.
- 7) In our opinion and according to the information and explanations given to us, the company is not having an Internal Audit System. However, based on our observations the company has adequate internal control procedures commensurate with the size of the company and nature of its business.
- 8) We have broadly reviewed the Books of Account maintained by the Company as prescribed by the Central Government for maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima fade the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the accounts and records.

- 9) a) According to the books and records of the company, the company is regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Customs Duty, Excise Duty, Cess and other statutory dues with appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2014
- b) For a period exceeding six months from the date they became payable.
- c) According to information and explanation given to us, there are no dues of sales Tax, Income Tax, Customs Duty, Excise Duty, Cess and other statutory dues, which have not been deposited on account of any dispute.
- 10) The Company has accumulated losses and has incurred cash losses in the current financial year and in the immediately preceding financial year.
- 11) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the financial year in repayment of its dues to banks and financial institutions.
- 12) The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- 13) The company is not a chit fund or a nidhi/mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the company.
- 14) In our opinion, the Company is not dealing or trading in shares, securities, debentures or other investments and hence, the requirements of clause 4(xiv) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.
- 15) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks, and financial institutions.
- 16) In our opinion, the company has not taken any term loans hence the the clause is not applicable.
- 17) In our opinion and according to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investments. No long-term funds have been used to finance short-term assets except permanent working capital.
- 18) In our opinion, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act and if so whether the price at which shares have been issued is prejudicial to the interest of the company.
- 19) No debentures have been issued by the company and hence, the question of creating securities in respect thereof does not arise.
- 20) On the basis of our examination and according to the information and explanations given to us, the management has disclosed on the end use of money raised by public issues and the same has been verified;
- 21) On the basis of our examination and according to the information and explanations given to us, no fraud, on or by the Company, has been noticed or reported during the year.

**For M/s G C Reddy and Associates**

Chartered Accountants

Firm Regn No.010074S

**Vijendra G**

Partner

Mem No. 220735

Place: Hyderabad

Date :29.05.2014

## SIGNIFICANT ACCOUNTING POLICIES:

### 1. Background

The Sea Gold Infrastructure Limited (previously name “Sea Gold Aqua Farms Limited” ) (hereafter referred as “Company”) was incorporated on 05-10-1993 at the Registrar of Companies, Andhra Pradesh with the objects to promote, establish, improve, develop, administer, own and run aqua cultural ponds for culturing all types of shell fish, fin fish, sea water foods and other crustacean. The Company has changed its Main Objects to Infrastructure Activities. The Company went for Capital Reduction Scheme which was approved by Honorable Andhra Pradesh High Court as on 27<sup>th</sup> August 2011.

### 2. Basis of Preparation of Financial Statements:

The Company follows the Mercantile System of accounting and recognizes income and expenditure on accrual basis. The Accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to otherwise are consistent with Generally Accepted Accounting Principles.

### 3. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates.

### 4. Revenue Recognition:

#### *Income from Interest:*

Interest on Advances are recognized on the basis of time proportion. During the year the interest receivable is Rs 8,60,056/- ( One Lakh Eighty Thousand One Hundred Sixty Five only).

### 5. Managerial remuneration (included under salaries costs)

Particulars	(Amount in Rs.) 2013-14	(Amount in Rs.) 2012-13
Salary, perquisites and other payments	Nil	Ni

### 6. Earnings per Share

Basic Earnings per Share is calculated by dividing the Net Profit for the period attributable to equity shareholders divided by weighted average number of equity shares outstanding during the period.

The Total Earning available to Equity Share holders are considered after deducting all expenses including Prior period expenditure as per AS 5 and also tax expense ( Current Tax + Deferred Tax)

Sl. No.	Particulars	2013-14	2012-13
01	Earnings After Tax	(4,11,180)	(4,65,039)
02	Number of Shares Outstanding	54,48,240	54,48,240
03	Nominal Value Per Share	10	10
04	Earnings Per Share (EPS)	(0.08)	(0.09)

#### 7. Auditor's remuneration

Particulars	FY 2013-14	FY 2012-13
Statutory Audit Fees	40,000	40,000
<b>Total</b>	<b>40,000</b>	<b>40,000</b>

#### 8. Related Party Disclosure

*Name and relationship of related parties where control exists irrespective of whether transactions have occurred or not:*

Name of Related party	Relationship with the Company
PVK Reddy	Managing Director
PVK Engineers Private Limited	Associate Company

#### Transactions with related parties during the year

Particulars	PVK Engineers Pvt Ltd (Holding Co.)	Total
<b>Short-term Advances</b>		
<i>Current Year</i>	Nil	Nil
<i>Previous Year</i>	2,40,00,000	2,40,00,000

#### Year End Balances – Related Parties

Particulars	PVK Engineers Pvt Ltd (Holding Co.)	Total
<b>Short-term Advances</b>		
<i>Current Year</i>	1,40,00,000	1,40,00,000
<i>Previous Year</i>	1,40,00,000	1,40,00,000



**9. Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

- 10. Sundry creditors include Rs. Nil due to suppliers covered under the “Small, Micro and Medium Enterprises Development Act, 2006”. The Company has not received any claim for interest from any supplier under the said Act. This is based on the information available with the Company.
- 11. All the figures have been rounded off to nearest rupee.
- 12. All the previous year figures are regrouped or reclassified where ever necessary to confirm to current year presentation.
- 13. Balance Sheet abstract and Company’s general business profile are attached separately.

As per our report of even date

**For M/s G C Reddy and Associates**  
Chartered Accountants  
Firm Regn No. 010074S

For and on behalf of Board of Directors of  
**Sea Gold Infrastructure Limited**

**Vijendra G**  
Partner  
Mem No. 220735

**P.V.Krishna Reddy**  
Managing Director  
DIN No. 00308975

**Syed Khaleel Ahmed**  
Director  
DIN No. 05347153

Place: Hyderabad  
Date : 29.05.2014

Place: Hyderabad  
Date : 29.05.2014

Place: Hyderabad  
Date : 29.05.2014

**Sea Gold Infrastructure Limited**  
**Balance Sheet as at 31st March, 2014**

Particulars	Note No.	As at 31st March, 2014 INR	As at 31st March, 2013 INR
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	54,482,400	54,482,400
Reserves and surplus	2	(5,385,549)	(4,967,439)
<b>Share application money pending allotment</b>		-	-
<b>Non-current liabilities</b>			
Long-term borrowings		-	-
Deferred tax liabilities (Net)		-	-
Other Long term liabilities		-	-
Long-term provisions		-	-
<b>Current liabilities</b>			
Short-term borrowings		-	-
Trade payables		-	-
Other Current liabilities		-	-
Short-term provisions	3	113,939	56,148
<b>TOTAL</b>		<b>49,210,790</b>	<b>49,571,109</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
- Tangible assets		-	-
- Intangible assets		-	-
- Capital work-in-progress	4	25,000,000	25,000,000
- Intangible assets under development		-	-
Non-current investments		-	-
Deferred tax assets (net)		-	-
Long-term loans and advances		-	-
Other non-current assets		-	-

**Sea Gold Infrastructure Limited**  
**Balance Sheet as at 31st March, 2013**

Particulars	Note No.	As at 31st March, 2013 INR	As at 31st March, 2012 INR
<b>Current assets</b>			
Current investments		-	-
Inventories		-	-
Trade Receivables		-	-
Cash and cash equivalents	5	6,170,569	390,944
Short-term loans and advances	6	17,000,000	24,000,000
Other Current assets	7	1,040,221	180,165
<b>TOTAL</b>		<b>49,210,790</b>	<b>49,571,109</b>

Notes to Accounts - Note 11  
Notes annexed hereto form an integral part  
In terms of our report of even date

for **M/s. G C Reddy and Associates**  
Chartered Accountants  
Firm Regn. No.010074S

for and on behalf of the Board of Directors of  
Sea Gold Infrastructure Limited

**Sd/-**  
**Vijendra G**  
Partner  
Mem No. 220735

**Sd/-**  
**P.V.Krishna Reddy**  
Managing Director  
DIN No. 00308975

**Sd/-**  
**Syed Khaleel Ahmed**  
Director  
DIN No. 05347153

Place : Hyderabad  
Date : 29.05.2014

Place : Hyderabad  
Date : 29.05.2014

Place : Hyderabad  
Date : 29.05.2014

**Sea Gold Infrastructure Limited**

**Statement of Profit and Loss for the period ended 31st March, 2014**

Particulars	Note No.	Year Ending 31st March, 2014 INR	Year Ending 31st March, 2013 INR
<b>Continuing Operations</b>			
<b>Income:</b>			
Revenue from operations			
- Income from Sales		-	-
- Other operating revenues		-	-
Other income	8	860,056	180,165
<b>Total Revenue (I)</b>		<b>860,056</b>	<b>180,165</b>
<b>Expenses:</b>			
- Cost of Material Consumed		-	-
- (Increase)/Decrease in stock-in-trade		-	-
- Employee Benefit Expenses	9	158,977	216,993
- Other Expenses	10	1,119,189	428,211
<b>Total expenses (II)</b>		<b>1,278,166</b>	<b>645,204</b>
<b>Profit before interest, tax, depreciation and amortization (I) – (II)</b>		<b>(418,110)</b>	<b>(465,039)</b>
- Finance Charges		-	-
- Depreciation & Amortisation		-	-
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(418,110)</b>	<b>(465,039)</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>(418,110)</b>	<b>(465,039)</b>
Tax expense:			
- Current tax		-	-
- Deferred tax		-	-
<b>Profit (Loss) for the period from continuing operations</b>		<b>(418,110)</b>	<b>(465,039)</b>
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>(418,110)</b>	<b>(465,039)</b>
<b>Profit/(Loss) for the period</b>		<b>(418,110)</b>	<b>(465,039)</b>
Earnings per equity share:			
- Basic		(0.08)	(0.09)
- Diluted		(0.08)	(0.16)

Notes to Accounts - Note 11

Notes annexed hereto form an integral part

In terms of our report of even date

for **M/s. G C Reddy and Associates**

Chartered Accountants

Firm Regn. No.010074S

**Sd/-**

**Vijendra G**

Partner

Mem No. 220735

Place : Hyderabad

Date : 29.05.2014

**Sd/-**

**P.V.Krishna Reddy**

Managing Director

DIN No. 00308975

Place : Hyderabad

Date : 29.05.2014

**Sd/-**

**Syed Khaleel Ahmed**

Director

DIN No. 05347153

Place : Hyderabad

Date : 29.05.2014

for and on behalf of the Board of Directors of  
Sea Gold Infrastructure Limited

**Sea Gold Infrastructure Limited**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2014**

Particulars	Year Ending 31st March, 2014 INR	Year Ending 31st March, 2013 INR
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/Loss after taxation and extraordinary items	(418,110)	(465,039)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Adjustment for:		
Depreciation/Amortisation	-	-
Provision for doubtful debts and advances	-	-
Unrealised Foreign Exchange (gain)/ loss	-	-
Net (gain)/ loss on sale of current investments	-	-
Interest expense	-	-
Dividend (income)	-	-
Interest Income	-	-
<b>Operating (Loss)/ profit before working capital changes</b>	<b>(418,110)</b>	<b>(465,039)</b>
Adjustment for Working Capital:		
Increase/ (Decrease) in trade payables	-	-
Increase/ (decrease) in other current liabilities	57,791	36,148
(Increase) in long-term / short-term provisions	-	-
Decrease / (increase) in inventories	-	-
Decrease / (increase) in trade receivables	-	-
Decrease / (increase) in long-term / short-term loans and advances	-	-
Decrease/(increase) in other current / non-current assets	(860,056)	(180,165)
Cash generated from/(used) in Operating activity	(1,220,375)	(609,056)
Direct Taxes Paid (net of refunds if any)	-	-
<b>Net Cash Flow from Operating activity (A)</b>	<b>(1,220,375)</b>	<b>(609,056)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITY</b>		
Purchase of fixed assets, including CWIP and capital advances	-	(25,000,000)
Purchase of current investments	-	-
Proceeds from sale/maturity of current investments	-	-
Purchase of investment in subsidiary (Refer note 25)	-	-
Interest received	-	-
Dividends received	-	-
<b>Net Cash generated from/(used) in investing activity (B)</b>	<b>-</b>	<b>(25,000,000)</b>

**Sea Gold Infrastructure Limited**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2014**

Particulars	Year Ending 31st March, 2014 INR	Year Ending 31st March, 2013 INR
<b>C. CASH FLOW FROM FINANCING ACTIVITY</b>		
Proceeds from Issue of Shares	-	<b>50,000,000</b>
Proceeds from long-term borrowings	-	-
issues of short-term advances	7,000,000	(24,000,000)
Interest paid	-	-
Dividend paid on equity shares	-	-
Tax on equity dividend paid	-	-
<b>Net Cash From Financing activity (C)</b>	<b>7,000,000</b>	<b>26,000,000</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A)+(B)+(C)</b>	<b>5,779,625</b>	<b>390,944</b>
<b>Reconciliation</b>		
Cash and Cash Equivalents as at the beginning of the period		-
Cash and Cash Equivalents as at the Close of the period	5,779,625	390,944
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>	<b>5,779,625</b>	<b>390,944</b>

**Notes:**

- Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard - 3 on "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
- Cash & Cash Equivalents comprise Cash at Bank

In terms of our report of even date

for **G C Reddy and Associates**  
Chartered Accountants  
Firm Regn. No.010074S

for and on behalf of the Board of Directors of  
Sea Gold Infrastructure Limited

**Sd/-**  
**Vijendra G**  
Partner  
Mem No. 220735

**Sd/-**  
**P.V.Krishna Reddy**  
Managing Director  
DIN No. 00308975

**Sd/-**  
**Syed Khaleel Ahmed**  
Director  
DIN No. 05347153

Place : Hyderabad  
Date : 29.05.2014

Place : Hyderabad  
Date : 29.05.2014

Place : Hyderabad  
Date : 29.05.2014

## Sea Gold Infrastructure Limited

### Note 1

#### Share Capital

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	INR	Number	INR
<b>Authorised</b> Equity Shares of 10/- each	5,500,000	55,000,000	5,500,000	55,000,000
<b>Issued</b> Equity Shares of 10/- each as reduced	5,448,240	54,482,400	5,448,240	54,482,400
<b>Subscribed &amp; Paid up</b> Equity Shares of 10/- each fully paid as reduced	5,448,240	54,482,400	5,448,240	54,482,400
<b>Subscribed but not fully Paid up</b>	-	-	-	-
<b>Total</b>	<b>5,448,240</b>	<b>54,482,400</b>	<b>5,448,240</b>	<b>54,482,400</b>

#### Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	INR	Number	INR
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	5,448,240	54,482,400	448,240	4,482,400
Shares Issued during the year	-	-	5,000,000	50,000,000
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>5,448,240</b>	<b>54,482,400</b>	<b>5,448,240</b>	<b>54,482,400</b>

#### Details of shares held by holding company, ultimate holding company and their subsidiaries/ associates are as below:

Particulars	Nature of Relationship	As at 31st March, 2014	As at 31st March, 2013
Equity Shares PVK Engineers Pvt Ltd	Associate Company	2,600,000	2,600,000
		-	-
		<b>2,600,000</b>	<b>2,600,000</b>

**Share Holder and percentage of shareholding during the period**

Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
PVK Engineers Private Limited	2,600,000	47.72	2,600,000	47.72
P.V.Krishna Reddy	517,000	9.49	517,000	9.49
P.Radha Krishna Reddy	573,000	10.52	573,000	10.52
GS Energies Private Limited	305,000	5.59	305,000	5.59
Sailaja Bhimavarapu	442,000	8.11	-	-
Bekem Infra Projects Private Limited	-	-	700,000	12.84

**Note 2**

**Reserves & Surplus**

Particulars	As at 31st March, 2014 INR	As at 31st March, 2013 INR
<b>Surplus</b>		
Opening balance	(4,967,439)	(4,502,400)
(+) Net Profit/(Net Loss) for the current year	(418,110)	(465,039)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
<b>Closing Balanc</b>	<b>(5,385,549)</b>	<b>(4,967,439)</b>
<b>Total</b>	<b>(5,385,549)</b>	<b>(4,967,439)</b>

**Note 3**

**Short Term Provisions**

Particulars	As at 31st March, 2014 INR	As at 31st March, 2013 INR
<b>Provision for employee benefits</b>		
- Key Performance Incentive	-	-
<b>Others</b>		
TDS Contractors	1,937	1,937
TDS Professionals	29,464	18,211
Sundry Creditors		24,799
Provision for Income Tax FY 2012-13	-	-
Auidt Fee Payable	36,944	36,000
Salaries Payable	20,795	-
<b>Total</b>	<b>113,939</b>	<b>56,148</b>



**Note 5**  
**Cash and cash equivalents**

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	INR	INR	INR	INR
<b>Balances with banks</b>		-		-
This includes:				
In Current Accounts	-	6,165,569	-	390,944
Earmarked Balances (eg/- unpaid dividend accounts)	-		-	
Margin money	-		-	
Security against borrowings	-		-	
Guarantees	-		-	
Other Commitments	-		-	
Bank deposits with more than 12 months maturity	-		-	
Cheques, drafts on hand	-	-	-	-
Cash on hand		5,000	-	-
<b>Total</b>		<b>6,170,569</b>		<b>390,944</b>

**Note 6**  
**Short Term Loans & Advances**

Particulars	As at 31st March, 2014 INR	As at 31st March, 2013 INR
<b>Other Loans &amp; Advances</b>		
Unsecured considered good	17,000,000	24,000,000
<b>Total</b>	<b>17,000,000</b>	<b>24,000,000</b>

**Note 7**  
**Other Current Assets**

Particulars	As at 31st March, 2014 INR	As at 31st March, 2013 INR
Accrued Interest on Advances	936,198	162,148
TDS Receivable on Interest	104,023	18,017
<b>Total</b>	<b>1,040,221</b>	<b>180,165</b>

**Note 8  
Incomes**

<b>Particulars</b>	<b>Year Ending 31st March,2014 INR</b>	<b>Year Ending 31st March,2013 INR</b>
Interest on Advances	860,056	180,165
<b>Total</b>	<b>860,056</b>	<b>180,165</b>

**Note 9  
Employee Benefit Expenses**

<b>Particulars</b>	<b>Year Ending 31st March,2014 INR</b>	<b>Year Ending 31st March,2013 INR</b>
Salaries, Wages & Bonus	158,977	216,993
<b>Total</b>	<b>158,977</b>	<b>216,993</b>

**Note 10  
Other Expenses**

<b>Particulars</b>	<b>Year Ending 31st March,2014 INR</b>	<b>Year Ending 31st March,2013 INR</b>
Advertisement Expenses	62,900	86,918
Audit fee	44,944	40,000
Consultancy Charges	165,904	136,687
Interest on Delay in TDS	-	2,104
Printing & Stationery	33,500	11,300
Rates & Taxes	688,094	123,596
ROC Charges	31,899	16,236
Travelling & Conveyance	-	11,370
Administration Exp	91,948	
<b>Total</b>	<b>1,119,189</b>	<b>428,211</b>

**Sea Gold Infrastructure Limited**

**Note 6  
Fixed Assets**

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st, April 2013 INR	Additions/ (Disposals) INR	Acquired through business combinations INR	Revaluations (Impairments) at 31st March 2014 INR	Balance as at 01st, April 2013 INR	Depreciation charge for the year INR	Adjustment due to revaluations INR	On disposals INR	Balance as at 31st March 2014 INR	Balance as at 31st March 2013 INR
Tangible Assets (Not Under Lease)		-	-	-		-	-	-		-
<b>Total</b>	-	-	-	-	-	-	-	-	-	-

**Capital Work In Progress:**  
(Advance Given to Purchase of Power Plant)

25,000,000.00 25,000,000.00

**Total of Fixed Assets**

25,000,000.00 25,000,000.00

## **SEA GOLD INFRASTRUCTURE LIMITED**

**Regd Office:** Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad-500 055, Telangana.  
CIN No.: L70200TG1993PLC016389

### **FORM No. MGT-11**

### **PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN No. : L70200TG1993PLC016389

Registered Folio No./Client ID

Name of the company: **SEA GOLD INFRASTRUCTURE LIMITED**

Registered Office: Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad-500 055,  
Telangana

Name of the member(s) :

Registered address :

E-mail Id :

Folio No./Client Id :

DP ID:

I/We, being the member(s) \_\_\_\_\_  
of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him  
\_\_\_\_\_  
\_\_\_\_\_

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him  
\_\_\_\_\_  
\_\_\_\_\_

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him  
\_\_\_\_\_  
\_\_\_\_\_

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the Company, to be held on, Tuesday, the 30<sup>th</sup> September, 2014 at 09.30 A.M. at ICWA Bhavan, Sanath Nagar, Hyderabad, 500018, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

**RESOLUTION NO.:**

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014, the Report of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Sri. V. Thapovardhan (holding DIN 01647905), who retires by rotation and being eligible offers himself for re-appointment.
- 3) To re-appoint Auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting and to fix their remuneration.
- 4) Appointment of Sri. Eswar Chandra Vidya Sagar Magham as Director.
- 5) Appointment of Sri. Eswar Chandra Vidya Sagar Magham as an Independent Director.
- 6) Appointment of Sri. Korapati Venkateswara Rao as an Independent Director.
- 7) Appointment of and Sri Venkata Satish Veerapaneni as an Independent Director.
- 8) Appointment of and Sri Syed Khaleel Ahmed as an Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Affix  
15 paise  
revenue  
stamp

\_\_\_\_\_  
Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## SEA GOLD INFRASTRUCTURE LIMITED

**Regd Office:** Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad-500 055, Telangana.  
CIN No.: L70200TG1993PLC016389

---

### ATTENDANCE SLIP

Registered Folio No. /DP ID\*/ Client ID\*

Number of equity shares held \_\_\_\_\_

Name of the Member/Proxy \_\_\_\_\_

I/We hereby accord my/our presence at the as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company, to be held on, Tuesday, the 30<sup>th</sup> September, 2014 at 03.00 P.M. at Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad-500 055, Telangana.

\_\_\_\_\_

Signature of the Member/Proxy attending the Meeting

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting

*\*applicable for members holding shares in Demat mode.*

## BOOK POST

***If undelivered, Please return to :***

**SEA GOLD INFRASTRUCTURE LIMITED**

**Regd. Office:** Plot No.23, Phase IV,  
IDA Jeedimetla, Hyderabad – 500 055

e-mail: [seagoldacqa@gmail.com](mailto:seagoldacqa@gmail.com), Website: [www.seagoldaqua.com](http://www.seagoldaqua.com)