

SEA GOLD AQUA FARMS LIMITED

**FIFTEENTH ANNUAL REPORT
2008-2009**

BOARD OF DIRECTORS

- | | |
|-----------------------------------|---------------------|
| 1. Sri. V Thapovardhan | - Managing Director |
| 2. Sri. T Raghava Prasad | - Director |
| 3. Sri. Shaji Baby John | - Director |
| 4. Sri. Korapati Venkateswara Rao | - Director |

REGISTERED OFFICE

Plot No. 243, Road No. 6
Nandi Nagar
Hyderabad – 500 034
Andhra Pradesh
Tel. No. 040-23541900
Email: seagoldacqa@gmail.com

CORPORATE OFFICE

D.No. 10-50-18/1(15)
II Floor, Siripuram Towers
Siripuram Junction
Visakhapatnam – 530 003
Andhra Pradesh
Email: seagoldacqa@gmail.com

STATUTORY AUDITORS

M/s G.P. Associates
Chartered Accountants
G-29-17/C, Flat No. 402
Seeta Lakshmi Towers
Balaji Nagar, Beside Tycoon Restaurant
Visakhapatnam
Andhra Pradesh

SEA GOLD AQUA FARMS LIMITED
Plot No. 243, Road No. 6, Nandi Nagar, Hyderabad – 500 034

NOTICE is hereby give that the Fifteenth Annual General Meeting of the Members of the Company will be held on Wednesday, the 30th September 2009 at 11 A.M. at the Flat No.202, Pavani Annexe, Road No. 2, Banjara Hills, Hyderabad – 500 034.

ORDINARY BUSINESS :

1. To consider, receive and adopt Audited Balance Sheet as on 31st March 2009 and Profit and Loss Account for the year ended 31st March 2009 and the Report of Directors and Auditors thereon.
2. To appoint Mr T Raghava Prasad as Director who retires by rotation and being eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modifications the following resolution as on Ordinary resolution.

“RESOLVED THAT pursuant to section 224 and other applicable provisions of the Companies Act, 1956, M/s G.P.Associates, Chartered Accountants, Visakhapatnam, be and are hereby appointed as Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Board of Directors of the Company”.

4 SPECIAL BUSINESS:

To consider and if thought fit, to pass the following with or without any modification as an ordinary resolution.

“RESOLVED THAT pursuant to provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Mr Korapati Venkateswara Rao be and is hereby appointed as an Independent Director of the company, whose period of office shall be liable to retire by rotation.

By The Order Of The Board
for **Sea Gold Aqua Farms Limited**

Sd/-
V. Thapovardhan
Managing Director

Date : 03.09.2009
Place : Hyderabad

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. The Register of members and share transfer books of the Company will remain closed from 25.09.2009 to 30.09.2009 (both days inclusive) in connection with the Annual General Meeting.
3. Explanatory statement pursuant to section 173(2) is annexed herewith.
4. Members are requested to intimate any changes in their addresses registered with the Company.

Explanatory Statement Pursuant to Section 173(2)

Item No. 4

The Board of Directors have appointed Mr. Mr Korapati Venkateswara Rao as Additional Director pursuant to Section 260 of the Companies Act, 1956, he holds office only up to the date of the this Fifteenth Annual General Meeting. Due notice under section 257 of the Companies Act, 1956 has been received along with Rs. 500 from member proposing the appointment of Sri Korapati Venkateswara Rao as Director of the Company whose period of office shall be liable to determination by retirement by rotation. The Board recommends the resolution for your approval.

None of the other Directors of the Company, except Sri Korapati Venkateswara Rao, is concerned or interested in the resolution.

By The Order Of The Board
for **Sea Gold Aqua Farms Limited**

Sd/-

V. Thapovardhan
Managing Director

Date: 03-09-2009

Place: Hyderabad

Annexure

Brief details of Directors seeking re-appointment at this Annual General (*Pursuant to Clause 49 of the Listing Agreement*)

Name of the Director	Mr. T Raghava Prasad
Date of Appointment	25-05-1994
Date of Birth	16-03-1950
Qualification	Graduate
Expertise in specific functional areas	Having long experience and expert in aqua culture business
List of Companies in which Directorship is held as on 31.03.2009	Nil
Chairman / Member of the *Committees of other Companies on which he is a Director as on 31.03.2009	Nil

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

Brief details of Directors appointed since last AGM and seeking confirmation / approval of the shareholders at this AGM (*Pursuant to Clause 49 of the Listing Agreement*)

Name of the Director	Mr. Korapati Venkateswara Rao
Date of Appointment	31-08-2008
Date of Birth	01-01-1956
Qualification	Graduate
Expertise in specific functional areas	Having long experience and expert in aqua culture business
List of Companies in which Directorship is held as on 31.03.2009	Nil
Chairman / Member of the *Committees of other Companies on which he is a Director as on 31.03.2009	Nil

**The Committee include the Audit Committee, the Remuneration Committee and the Shareholders / Investor Grievance Committee*

DIRECTORS' REPORT

To
The Members
Sea Gold Aqua Farms Limited

Your Directors submit you this report for the Financial Year ended 31st March 2009.

Financial Performance of the Company

(Amount in Rupees)

	Current Year Ended 31.03.2009	Previous Year Ended 31.03.2008
Income	1,34,533	1,00,762
Expenditure	36,510	15,81,683
Depreciation	17,28,424	17,28,424
Net Loss for the year	16,30,401	32,09,345

Operations

In spite of the best efforts put in by the Management the operations of your Company could not be revived during the year under review. Various options are being explored to make operations of your company satisfactory, in coming years.

Statutory Auditors

M/s. G.P.Associates, Chartered Accountants,, Visakhapatnam, Statutory Auditors of the Company who retire at this Annual General Meeting, are eligible for reappointment. They have signified their willingness for re-appointment and have confirmed their eligibility under Section 224(1B) of the Companies Act, 1956.

Replies to the Auditor's Report

1. Unsecured loans taken are interest free and accepted on the stipulation of bankers.
2. TDS and Income Tax amount is being remitted.
3. One Time settlement with A.P. Co-operative Bank Limited – Koti, Hyderabad has been paid.
4. Other Observations made by the auditors are suitably replied in the notes on accounts.

Listing

Details of Listing are annexed to the Corporate Governance Report

Dematerialization of Shares

Since the Company has erosion of net worth, the NSDL and CDSL have not accepted for dematerialization of shares and hence all the shares of company are held in physical mode.

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.

Fixed Deposits

The Company has not raised any fixed Deposits as on 31st March, 2009 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.

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 your company is not Manufacturing Company.

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 24,00,000 per annum or Rs 2,00,000 per month or part thereof

Personnel

Your Directors place on record their appreciation for the services rendered by the employees. The relation between the management and the workers has been cordial through out the year.

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE

1. Company's philosophy

Your Company has been practicing the principles of good corporate governance and lays a strong emphasis on transparency, accountability and integrity. All the matter to strategy, significant development etc, are routinely placed before the board. The audit, share transfer and investor's grievance committee meet regularly to consider the aspects relevant to each committee.

2. Board of Directors

Name	Category	Designation	No.of Meetings held during the last financial year	No. of meetings attended	Directorship in other companies
V Thapovardhan	Promoter / Executive	Chairman	5	5	1
T Raghava Prasad	Non-Executive	Director	5	5	1
Shaji Baby John	Non-Executive	Director	5	3	--
K Venkateswara Rao	Non-Executive	Director	5	2	--

There is two independent Director on the Board of the Company. No Director is a member in more than 10 committee and chairman in more than 5 committees.

Meetings of the Board of Directors

During the financial year 2008-09, the Board of Directors met 5 times, on the following dates

- 1) 15.04.2008
- 2) 15.07.2008
- 3) 15.10.2008
- 4) 17.01.2009 and
- 5) 20.03.2009

3. Code of Conduct

The Board of Directors of the Company has laid a code of conduct for Directors. All Directors have 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.

4. Audit Committee

As there are 2 independent directors available, no committee has been constituted as required under clause 49 of the Listing Agreement; However, Directors are periodically meeting to review the operations and financial results of the company.

5. Details of remuneration to Directors

Particulars	Mr V Thapovardhan -Managing Director
Salary (Including perks)	Nil

6. Investor' Grievance 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 Committee comprises of Mr V Thapovardhan, Mr T Raghava Prasad and Mr Shaji Baby John. The functions of the Committee include to specifically looking into redressing Investors' grievances pertaining to transfer, dividends, dematerialization of shares, replacement of lost/stolen/mutilated share certificates any other related issues

7. Date, Venue and Time of the last three Annual General Meetings

Date	Venue	Time	No. of Special Resolutions
29.09.2008	Plot No. 243 Rd No.6 Nandi Nagar, Banjara Hills	11.00 AM	--
29.09.2007	Plot No. 243 Rd No.6 Nandi Nagar, Banjara Hills	11.00 AM	--
29.09.2006	Plot No. 243 Rd No.6 Nandi Nagar, Banjara Hills	11.00 AM	--

7. Disclosures

There are no materially significant related party transactions, ie., 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 of strictures as 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.

8. Means of Communication

The Quarterly Unaudited results are regularly to the Stock Exchange where shares are listed.

9. General Information for shareholders

As indicated in the Notice to our shareholders, the Annual General Meeting of the Company will be held on Wednesday the 30th September, 2009 at 11.00 A.M. at Flat No.202, Pavani Annexe, Road No. 2, Banjara Hills, Hyderabad – 500 034.

a) The Financial Year of the Company is from April 1 to March 31.

b) Date of Book Closure : From 25.09.2009 to 30.09.2009 (both days inclusive) with the Annual General Meeting.

- i) The Hyderabad Stock Exchange (Regional Stock Exchange)
- ii) The Bombay Stock Exchange

SEBI has derecognized Hyderabad Stock Exchange and hence shares are not listed on Hyderabad Stock Exchange.

The listing fees for the Year 2008-09 have been paid to Bombay Stock Exchange.

c) Stock Code (BSE) - 530361

d) Distribution of shareholding as on 31st March, 2009

Category	No. of shareholders	Total Shares	% of holding
Promoter & Promoter Groups	254	1474100	32.89
Foreign Institutional Investors	2	500000	11.15
Bodies Corporate	12	546700	12.20
Resident Individuals	917	1499300	33.45
Non Resident Indians	50	462300	10.31
Total		4482400	100.00

Chief Executive Officer Certification Under Clause 49 Of The Listing Agreement With The Stock Exchange

To
The Board of Directors
Sea Gold Aqua Farms Limited

In relation to the Audited Financial Accounts of the Company as at March 31, 2009, I hereby certify that

- I have reviewed the balance sheet and profit and loss account and all its schedules and notes on accounts, as well as the cash flow statements and the Directors' Report;
- These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
- These statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and / or applicable laws / regulations;
- I am responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and they have also disclosed to the auditors, deficiencies in the design or operation of internal controls, if any, and what they have done or propose to do to rectify these;
- To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- I have indicated to the auditors, and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

Place: Hyderabad
Date: 03-09-2009

Sd/-
V. Thapovardhan
Managing Director

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting Day, date, time and venue	on Wednesday, the 30 th September 2009 at 11 A.M. at Flat No.202, Pavani Annexe, Road No. 2, Banjara Hills, Hyderabad – 500 034
2. Book closure dates	from 25.09.2009 to 30.09.2009 (both days inclusive)
3. Calender of events (<i>tentative and subject to change</i>) for financial reporting for the period ending: - June 30, 2009 - Sep 30, 2009 - Dec 31, 2009 - Mar 31, 2010 - AGM for 2009-10	July 15, 2009 Oct 15, 2009* Jan 15, 2009* Apr 15, 2009* Sep 30, 2010*
4. Listing of equity shares is at	The Bombay Stock Exchange Limited Floor 25, P J Towers, Dalal Street Fort, Mumbai - 400 001
5. Stock Code	530361
6. Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs	L05005AP1993PLC016389
7. 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.
8. 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 Exchanges.
9. Location	Registered Office: Plot No. 243, Road No. 6 Nandi Nagar Hyderabad – 500 034 Email Id – seagoldacqa@gmail.com
10. Registrar & Share Transfer Agents	In house
11. Query on the Annual Report	V Thapovardhan Managing Director Sea Gold Aqua Farms Limited Plot No. 243, Road No. 6 Nandi Nagar Hyderabad – 500 034 Email Id - seagoldacqa@gmail.com

Auditors Certificate on Compliance With The Conditions Of Corporate Governance Under Clause 49 Of The Listing Agreement(S)

To

The Member of Sea Gold Aqua Farms Limited

1. We have reviewed the implementation of Corporate Governance by Sea Gold Aqua Farms Limited (The Company) during the year ended 31st March,2009, 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 G.P.Associates
Chartered Accountants**

**Sd/-
(CA. A.Srinivas)
M.No.029619**

Place : 03-09-2009

Date : Hyderabad

AUDITORS' REPORT

To
The Members of
SEA GOLD AQUA FARMS LIMITED

We have audited the attached Balance Sheet of SEA GOLD AQUA FARMS LIMITED as at 31.03.2009 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies' (Auditor's Report) Order, 2003, issued by the Central Government of India, in terms of Section 227(4A) of the Companies Act'1956, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.

Further to our comments in the annexure referred to above, 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 accounts as required by law have been kept by the company so far as it appears from our examination of those books.
- c) The Balance Sheet and Profit & Loss account dealt with by this report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and Profit and Loss account dealt with by this report comply with the mandatory Accounting Standards referred to in Sub-Section 3(C) of Section 211 of the Companies Act'1956.
- e) On the basis of the written representations received from the directors, as on 31st March '2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March '2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act'1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,
 - i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March'2009;
 - ii) In the case of the Profit and Loss Account, of the **LOSS** of the Company for the year ended on that date; and

- iii) In the case of Cash Flow statement, of the cash flows for the year ended on that date.

Place : Hyderabad
Date : 03-09-2009

for **G.P. Associates**
Chartered Accountants
Sd/-
CA. A. Srinivas
Partner
(Membership No. 029619)

ANNEXURE TO AUDITORS' REPORT

SEA GOLD AQUA FARMS LIMITED

Referred to in paragraph 3 of our report of even date,

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such physical verification.
2. (a) The inventories have been physically verified by the management during the year at reasonable intervals.

(b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The company has maintained proper records of inventories and discrepancies noticed on physical verification of inventories as compared to book records were not material.
3. (a) In our opinion, the Company has neither granted nor taken any loans to/from companies, firms or other parties covered in the Register, maintained under Section 301 of the Companies Act, 1956;

(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, there are no transactions made in pursuance of contracts or arrangements, that need to be entered into the register maintained under section 301 of the Companies Act, 1956.

- (b) In our opinion, there are no transactions of purchase and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs.5,00,000/- or more in respect of each party.
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, the Company has an adequate internal audit system commensurate with its size 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 facie* 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, 2009 for a period exceeding six months from the date they became payable.

(b) 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 defaulted 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. In our opinion, 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 term loans have been applied for the purpose for which they were raised.
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. The company has not made any preferential allotment of share to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
19. No debentures have been issued by the company and hence, the question of creating securities in respect there of does not arise.
20. The company has not raised any money by way of public issues during the year.
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.

Place : Hyderabad
Date : 03-09-2009

for G.P. Associates
Chartered Accountants
Sd/-
CA. A. Srinivas
Partner
(M. No. 029619)

BALANCE SHEET AS AT 31.03.2009

PARTICULARS	Sch.No.	As at 31.03.2009 Amount	As at 31.03.2009 Amount	As at 31.03.2008 Amount	As at 31.03.2008 Amount
SOURCE OF FUNDS					
1. Share Holders Funds Share Capital	1		44,824,000		44,824,000
3. Current Liabilities & Provisions	2		48,405,656		48,409,046
			93,229,656		93,233,046
APPLICATION OF FUNDS					
1. Fixed Assets: Gross Block Less: Depreciation	3	57,869,398 22,325,492	35,543,906	57,869,398 20,597,068	37,272,330
2. Current Assets,Loans and Advances:					
a) Cash and Bank Balances	4	554,914		194,825	
b) Loans and Advances&Deposits	5	3,762,588		4,028,045	
			4,317,502		4,222,870
3. Miscellaneous Expenditure (To the extent not written off or adjusted)	6		53,368,248		51,737,847
			93,229,656		93,233,046
4. Notes on Accounts	8				

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As per our Report of Even Date
for G.P.ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of the Board Of Directors of the Company

SD/-
(CA. A. SRINIVAS)
PARTNER
M.NO. 029619

SD/-
(V.THAPOVARDHAN)
MANAGING DIRECTOR

SD/-
(T.RAGHAVA PRASAD)
DIRECTOR

CAMP : Hyderabad.
DATE : 03-09-2009

M/s.SEA GOLD AQUA FARMS LIMITED
HYDERABAD

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2009

PARTICULARS	Sch.No.	As at 31.03.2009 Amount	As at 31.03.2008 Amount
		Rs.	Rs.
INCOME			
Other Income		-	100,000
Interest From Bank		134,533	762
Total		134,533	100,762
EXPENDITURE			
Administrative Expenses	7	36,510	55,129
Interest on Term Loan		-	1,526,554
Depreciation	3	1,728,424	1,728,424
		1,764,934	3,310,107
Loss/ Profit for the Year		(1,630,401)	3,209,345
Add:Interest waived by APCOB		-	17,138,705
Profit/(Loss) after OTS Credit		(1,630,401)	13,929,360
Add: Loss brought forward loss from previous years		51,737,847	65,667,207
Total Loss carried forward to Balance Sheet		53,368,248	51,737,847

As per our Report of Even Date
for G.P.ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of the Board Of Directors of the Company

SD/-
(CA. A. SRINIVAS)
PARTNER
M.NO. 029619

SD/-
(V.THAPOVARDHAN)
MANAGING DIRECTOR

SD/-
(T.RAGHAVA PRASAD)
DIRECTOR

CAMP : Hyderabad.
DATE : 03-09-2009

**M/s.SEA GOLD AQUA FARMS LIMITED
HYDERABAD**

SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31.03.2009

	31.03.2009	31.03.2008
	AMOUNT	AMOUNT
	Rs.	Rs.
SCHEDULE - 1		
SHARE CAPITAL		
<i>Authorised Capital</i>		
55,00,000 Equity Shares of Rs.10/- each	<u>55,000,000</u>	<u>55,000,000</u>
<i>Issued, Subscribed and Paid up</i>		
44,82,400 equity shares of Rs.10/- each	44,824,000	44,824,000
	<u>44,824,000</u>	<u>44,824,000</u>
SCHEDULE -2		
CURRENT LIABILITIES & PROVISIONS		
Creditors for Expenses	230,344	218,734
Other Liabilities	1,349,120	1,364,120
Advances	<u>46,826,192</u>	<u>46,826,192</u>
	<u>48,405,656</u>	<u>48,409,046</u>
SCHEDULE -4		
CASH & BANK BALANCE		
Cash on hand	425,069	64,669
Cash at Bank	<u>129,845</u>	<u>130,156</u>
	<u>554,914</u>	<u>194,825</u>
SCHEDULE -5		
LOANS & ADVANCES & DEPOSITS		
(Unsecured considered good, recoverable either in cash or in cash or in kind for value to be receivable)		
Advance for capital goods	1,875,000	1,875,000
Other Advances	60,107	56,117
Deposits	1,827,481	2,096,928
	<u>3,762,588</u>	<u>4,028,045</u>

**M/s.SEA GOLD AQUA FARMS LIMITED
HYDERABAD**

**SCHEDULE -6
MISCELLANEOUS EXPENSES**

Profit & Loss Account	53,368,248	51,737,847
	<u>53,368,248</u>	<u>51,737,847</u>

**SCHEDULE -7
ADMINISTRATIVE & SELLING EXPENSES**

Professional Charges	6,000	6,000
Audit Fee	5,610	5,610
Bank Charges	300	2,500
Legal & Other Expenses	-	29,019
Printing & Other expenses	5,600	12,000
Site Maintenance	15,000	-
Other Expenses	4,000	-
	<u>36,510</u>	<u>55,129</u>

**M/s.SEA GOLD AQUA FARMS LIMITED
HYDERABAD**

SCHEDULE - 3

FIXED ASSETS AS ON 31.03.2009

PARTICULARS	GROSS BLOCK				DEPRECIATIONS BLOCK			NET BLOCK	
	As on 01.04.2008	Additions	Deductions	As on 31.03.2009	Upto 01.04.2008	For the Year	Upto 31.03.2009	As on 31.03.2009	As on 31.03.2008
Land	9384776	-	-	9384776	-	-	-	9384776	9384776
Tanks	18797967	-	-	18797967	6906372	627852	7534224	11263743	12519447
Buildings & Sheds	4558049	-	-	4558049	1729379	152239	1881618	2676431	2980909
Electrical Installations	5237873	-	-	5237873	2848660	230383	3079043	2158830	2619596
Furniture & Fixures	162923	-	-	162923	140539	10313	150852	12071	32697
Vehicles	860993	-	-	860993	860992	0	860992	1	1
Plant & Machinery	6399694	-	-	6399694	3505207	288810	3794017	2605677	3183297
Sea Water Intake System	12295129	-	-	12295129	4517227	410657	4927884	7367245	8188559
Lab Equipment	97803	-	-	97803	51362	4646	56008	41795	51087
Other Assets	74191	-	-	74191	37331	3524	40855	33336	40384
TOTAL	57869398	-	-	57869398	20597069	1728424	22325493	35543905	39000753
Previous Year Total	57869398	-	-	57869398	17114710	1728424	20597069	39000753	37272329

As per our Report of Even Date
for G.P.ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of the Board Of Directors of the Company

SD/-
(CA. A. SRINIVAS)
PARTNER
M.NO. 029619

SD/-
(V.THAPOVARDHAN)
MANAGING DIRECTOR

SD/-
(T.RAGHAVA PRASAD)
DIRECTOR

CAMP : Hyderabad.
DATE : 03-09-2009

**M/s. SEA GOLD AQUA FARMS LIMITED
HYDERABAD.**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2009

Particulars	Amount Rs.	Amount Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Loss as per Profit & Loss account		-1630401
Before Taxation and Extraordinary items		
Add/Less : Adjustments for :		
a) Depreciation	1728423	
b) Preliminary Expenses written off	0	1728423
		98022
c) Increase/Decrease in Loans and Advances	265457	
d) Increase/Decrease in Current Liabilities	-3390	
e) Increase/Decrease in Inventory	0	262067
Net Cash from Operating Activities - A		360089
B.CASH FLOW FROM INVESTING ACTIVITES		
Purchase of Fixed Assets		0
Net Cash used in Investing Activities - B		0
C.CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Secured Loans	0	
Increase in Unsecured Loans	0	0
Net Cash used in Investing Activities - C		0
Net increase in cash and cash equivalents (A+B+C)		360089
Opening Cash and Bank Balances		194825
Add: Net increase in Cash or Cash Equivalent		360089
Closing Cash and Bank Balances		554914

For and on behalf of the Board of Directors

PLACE: HYDERABAD
DATE: 03-09-2009

SD/-
T.RAGHAVA PRASAD
DIRECTOR

SD/-
V.THAPOVARDHAN
MANAGING DIRECTOR

AUDITORS CERTIFICATE

We have verified the above Cash Flow Statement of M/s. SEA GOLD AQUA FARMS LTD ., derived from Audited Financial Statements for the year ended 31st March 2009 and found the same in accordance there with, and also with the requirement of clause 32 of the listing agreement with Stock Exchanges.

CAMP : Hyderabad.
DATE : 03-09-2009

For G.P.ASSOCIATES
CHARTERED ACCOUNTANTS
SD/-
(CA. A.SRINIVAS)
PARTNER
M.No.029619

SEA GOLD AQUA FARMS LIMITED.
HYDERABAD

Schedule - 10

Notes forming part of Accounts as on 31st March, 2009

- 1) Significant Accounting Policies.
 - a) These accounts are prepared on historical cost basis and on accounting principles on going concern. Accounting policies not specially referred to otherwise are consistent and in consonance with generally accepted accounting principles.
 - b) Revenue Recognition: The company follows mercantile system of accounting and recognises income and expenditure on accrual basis.
 - c) Fixed assets: Fixed Assets are accounted at cost of acquisition inclusive of inward freight duties and taxes and incidentals relating to acquisitions.
 - d) Depreciation: Depreciation on Fixed Assets is provided on straight Line Method at the rates specified under Schedule XIV of the Companies Act. 1956 in force.
 - e) Inventories: Inventories are valued at cost or market value whichever is lower.
- 2) Foreign exchange outflow during the year on account of Import of Raw material are US \$ Nil previous year are US \$ NIL(equivalent to Rs. NIL)
- 3) Foreign Exchange earned during the year on account of export sales US \$ NIL (equivalent to Rs. NIL)previous year NIL (equivalent to Rs.NIL)
- 4) Contingent liabilities not provided for Rs. NIL (Previous Year NIL)
- 5) Director's Remuneration: NIL
- 6) Particulars of employees in accordance to sub-section (2A) of Section 217 of the Companies Act. 1956 read with companies (particulars of employees) Rule 1975.

NIL

7) Additional information pursuant to provision of part II of Schedule VI of the Companies Act.1956.

Particulars	Year ended 31.03.2009		Year ended 31.03.2008	
	QTY in MT's	Amount Rs. In Lakhs	QTY in MT's	Amount Rs. In Lakhs
A. Turnover Shrimp: head on head less	NIL NIL	NIL NIL	NIL NIL	NIL NIL
B. Details of Raw Materials Consumed feed	NIL	NIL	NIL	NIL
C. Capacity & Production i) Installed Capacity Farm Shrimp (head on) ii) Actual Production Farm Shrimp: head on head less	NIL NIL	NIL NIL	NIL NIL	NIL NIL
D. Opening & Closing Stock Opening Stock Shrimp(in culture) Closing Stock Shrimp	NIL	NIL	NIL	NIL

8) Accounting Standard – 22 “ Accounting for Taxes on Income” issued by the ICAI, is mandatory with effect from accounting period commencing from 1 st April 2002. However since there is uncertainty in earning of profits in future years, the company is not considering the Deferred Tax Asset.

9) Previous Year's figure have been regrouped and rearranged wherever necessary to conform with the current year's classification.

10) Debit and Credit balances are subject to confirmation.

**As per our report of even date
For G.P. ASSOCIATES
CHARTERED ACCOUNTANTS**

for and on behalf of the Board

Sd/-
**(CA.A.SRINIVAS)
PARTNER
M. No.029619**

Sd/-
**(V.THAPOVARDHAN)
MANAGING DIRECTOR**

Sd/-
**(T.RAGHAVA PRASAD)
DIRECTOR**

**Place : Hyderabad
Dated : 03-09-2009**

M/S. SEA GOLD AQUA FARMS LIMITED

**Regd Office : Houe No.246, Road No.6
Nandinagar, Jubilee Hills, Hyderabad-**

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details					
Registration Number	:	16389	State Code	:	01
			Balance Sheet Date	:	31.03.2009
II. Capital raised during the year (Rs. In Lakhs)					
Public Issue	:	NIL	Rights Issue	:	NIL
Bonus Issue	:	NIL	Private Placement	:	NIL
III. Positions of Mobilisation & Development of Funds (Rs. In Thousands)					
Total Liabilities	:	93230	Total Assets	:	93230
Sources of Funds					
Paid-up Capital	:	44824	Net Fixed Assets	:	35544
Reserve & Surplus	:	NIL	Investments	:	NIL
Share Application Money	:	NIL	Net Current Assets	:	(-)44088
Secured Loans	:	0	Miscellaneous Expenditure	:	53368
Unsecured Loans	:	0			
IV. Performance of a Company					
Turnover	:	135	Total Expenses	:	1765
Profit//Loss before Tax	:	(-)1630	Profit/Loss after Tax	:	(-)1630
Earning per Share	:	(-)0.38	Dividend	:	NIL
V. Generic Names of Principal Products, Services of the Company : Sea Products					

for **G.P.Associates**
Chartered Accountants

For Sea Gold Aqua Farms Limited

Sd/-
(V. Tapovardhan)
Managing Director

Sd/-
(T. Raghava Prasad)
Director

Sd/-
(CA.A.Srinivas)
Partner
M. No. 029619