

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | | | |
|----|----------------------------------|---|-------------------|
| 1. | Sri. P.V.Krishna Reddy | – | Managing Director |
| 2. | Sri. Thapovardhan Vasireddy | – | Director |
| 3. | Sri. Korapati Venkateswara Rao | – | Director |
| 4. | Sri. V.V. Satish | – | Director |
| 5. | Sri. Rajasekhar Mathuru Reddy | – | Director |
| 6. | Sri. Syed Khaleel Ahmed | – | Director |
| 7. | Sri. Veera Raghavan Pathasarathy | – | Director |
| 8. | Sri. Sreedhar Ikkurthi | – | Director |

REGISTERED OFFICE

Plot No. 23, Phase IV,
IDA Jeedimetla,
Hyderabad-500 055
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

REGISTRAR AND SHARE TRANSFER AGENT

M/s.Venture Capital and Corporate Investments Private Limited,
12-10-167, Bharat Nagar,
Hyderabad-18.
Contact : 040 23818475 / 476
email : info@vccilindia.com

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SEA GOLD INFRASTRUCTURE LIMITED

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

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of the Company will be held on Monday, the 30th September 2013 at 03.00 P.M. at the Registered Office of the Company at Plot No.23, Phase IV, IDA, Jeedimetla, Hyderabad – 500 033 to transact following business :

ORDINARY BUSINESS:

1. To consider, receive and adopt Audited Balance Sheet as on 31st March 2013 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors' and the Auditor's thereon.
2. To appoint Sri. Veera Raghavan Pathasarathy as Director who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Sri. Rajasekhar Mathuru Reddy as Director who retires by rotation and being eligible offers himself for reappointment.
4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution

“RESOLVED THAT pursuant to Section 224(1) of the Companies Act, 1956 and other applicable provisions, if any, of the said act, M/s G C Reddy & Associates, Chartered Accountant, Hyderabad, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting until the conclusion of the next annual general meeting at a remuneration as fixed by the Board of Directors.

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

Sd/-

P.V.Krishna Reddy
Managing Director

Date : 02.09.2013

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. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Registered Office of the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of members and share transfer books of the Company will remain closed from 26.09.2013 to 30.09.2013 (both days inclusive) for the purpose of Annual General Meeting.
5. The members are required to notify the change in their address, if any, to the Registrar of the Company i.e. M/s.Venture Capital and Corporate Investments Private Limited, #12-10-167, Bharat Nagar, Hyderabad-18.
6. Members are requested to intimate their Permanent Account No. allotted to them by the Income Tax Department.
7. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Secretarial Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the points.
8. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form 2B as prescribed under the Companies Act, 1956 to the Registrars of the company.
9. Members are requested to bring their copies of the Annual Report to the Annual General Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

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.

DIRECTORS' REPORT

To

The Members

Your Directors present the 19th Annual Report together with the Audited Statements of Accounts for the Financial Year ended 31st March, 2013.

FINANCIAL PERFORMANCE OF THE COMPANY

(Amount in Rupees)

| | Current Year Ended 31.03.2013 | Previous Year Ended 31.03.2012 |
|---|--|---|
| Income | | |
| - Income from operations | Nil | Nil |
| - Other Income | 1,80,165 | Nil |
| - Interest from Bank | Nil | Nil |
| Expenditure | 6,45,204 | 20,000 |
| Depreciation | Nil | Nil |
| Net Profit / (Loss) for the year | (4,65,039) | (20,000) |

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 Changing in Main Objects of the Company from Aqua Culture and other allied activities to Infrastructure Activities by passing the resolution through postal ballot on 05th 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 proceedings in fair and transparent manner. The resolution was passed with a requisite majority.

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

The process of Listing of 50,00,000 (Fifty Lac) 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.

STATUTORY AUDITORS

M/s. G.C.Reddy & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The Statutory Auditors have intimated to the Company that the appointment, if made, would be within the prescribed limits under section 224 (1-B) of the Companies Act, 1956 and that they are not otherwise disqualified within the meaning of subsection (3) of section 226 to the Companies Act, 1956, for such appointment.

The notes to the accounts referred to in the Auditors' Report is self explanatory and therefore do not call for any further Comments.

FIXED DEPOSITS

The Company has not raised any fixed Deposits as on 31st March, 2013 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 AND ANALYSIS REPORT

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.

SHARE CAPITAL

The Paid up Share Capital of the Company as on March 31st, 2013 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.

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

Sri Veera Raghavan Pathasarathy and Sri.Rajasekhar Mathuru Reddy Directors retire by rotation at this Annual General Meeting and being eligible offers themselves for re-appointment.

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, 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 31st March, 2013 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 - I 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.

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

Date: 2.09.2013
Place: Hyderabad

Sd/-
P.V. Krishna Reddy
Managing Director

Sd/-
Syed Khaleel Ahmed
Director

ANNEXURE I

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy

The Company aims at achieving transparency, accountability in all facets of its operations on a continuous basis and in all interactions with the stakeholders. The Company is committed to achieve the good standards of Corporate Governance on a continuous basis.

2. (a) Composition, Category and attendance of Board of Directors

| 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 | 12 | 12 | 08 |
| Sri V. Thapovardhan | Promoter, Executive | Director | 12 | 12 | 01 |
| Sri Korpati. Venkateswara Rao | Non-Executive, Independent | Director | 12 | 12 | 02 |
| Sri. V.V. Satish | Non-Executive, Professional | Director | 12 | 07 | 02 |
| Sri. Rajasekhar Mathuru Reddy | Non executive, Promoter | Director | 12 | 07 | Nil |
| Sri. Syed Khaleel Ahmed | Non-Executive, Independent | Director | 12 | 07 | Nil |
| Sri. Veera Raghavan Pathasarathy | Non-Executive, Independent | Director | 12 | 05 | Nil |
| Sri. Sreedharlkkurthi | Non-Executive, Independent | Director | 12 | 05 | Nil |

The Board Meetings held during the financial year are as follows (1) 14-05-2012 (2) 10-07-2012 (3) 12-07-2012 (4) 28-07-2012 (5) 09-08-2012 (6) 14-08-2012 (7) 21-08-2012 (8) 25-08-2012 (9) 01-09-2012 (10) 15-11-2012 (11) 04-09-2012 & (12) 13-02-2013.

No Director is a member in more than 10 (ten) committees and chairman in more than 5 committees.

3. **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.

4. **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.

5. **Audit Committee**

The Company has constituted the Audit Committee under section 292A of the Companies Act, 1956 and consists of following three Directors of the Company:

The Composition of Committee is as follows:*

- (a) Sri Veeraraghavan Parthasarthy - Chairman
- (b) Sri Sreedhar Ikkurthi - Member
- (c) Sri K. Venkateswara Rao – Member

The terms of reference as stipulated by the Board to the Audit Committee include:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information
- b. Recommending the appointment and removal of external auditors fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with the management, the annual financial statements prior to the submission to the Board, with key focus on :
 - o Changes in accounting policies and practices
 - o Major accounting entries based on exercise on judgment by management
 - o Qualifications, if any in the draft audit report
 - o Significant adjustments arising out of audit
 - o Going concern assumption
 - o Compliance with Accounting Standards
 - o Compliance with stock exchange and legal requirements concerning financial statements
 - o Disclosure of any related party transactions
- d. Reviewing with the management, external and internal auditors, and the adequacy of internal control systems
- e. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- f. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- g. Carrying out any other function as mentioned in the terms of reference of the Audit Committee

During the year under review, four meetings were held on (1) 14-05-2012 (2) 14-08-2012 (3) 15-11-2012 & (4) 13-02-2013. Attendance of each member at the committee meetings were as follows:

| S. No. | Name of the Member | No. of Meetings Attended |
|---------------|--------------------------------|---------------------------------|
| 1 | Sri Veeraraghavan Parthasarthy | 04 |
| 2 | Sri Sri Sreedhar Ikkurthi | 04 |
| 3 | Sri K. VenkateswaraRao | 04 |

6. Remuneration Committee

The Composition of the Remuneration Committee is as follows:

- a) Sri VeeraRaghavan Pathasarathy - Chairman
- b) Sri Sreedhar Ikkurthi - Member
- c) Sri K.VenkateswaraRao - 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

7. Investors 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 composition of the Committee as follows:*

- i. Sri Veeraraghavan Parthasarthy - Chairman
- ii. Sri Sreedhar Ikkurthi - Member
- iii. Sri K. VenkateswaraRao - Member

The Committee met 4 times during by the financial year on (1) 14-05-2012, (2) 14-08-2012, (3) 15-11-2012 & (4) 13-02-2013. 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.

8. General Body Meetings

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

| Date | Venue | Time | No. of Special Resolutions |
|-------------|---|-------------|-----------------------------------|
| 29.09.2012 | H.No: 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 |
| 30.09.2010 | Plot No: 118, Journalist Colony, Jubilee Hills, Hyderabad, 500 033 | 11.00 AM | Nil |

- b) Pursuant to the said Scheme, your Company has completed the process of changing the Main Objects of the Company from Aqua Culture and other allied activities to Infrastructure Activities by passing the resolution through postal ballot on 05th 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 proceedings in a fair and transparent manner. The resolution was passed with a requisite majority.

No Resolution is proposed to be conducted through postal ballot this year.

9. 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.

10. 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.

11. Profile of Director reappointed/appointed at the AGM

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

| | |
|--|----------------------------------|
| Name of the Director | Veera Raghavan Pathasarathy |
| Date of Appointment | 25.08.2012 |
| Date of Birth | 26.06.1944 |
| Qualification | Graduate |
| Expertise in specific functional areas | Infrastructure Activities |
| List of Companies in which Directorship is held as on 31.03.2012 | Nil |
| Chairman / Member of the Committees* of other Companies on which he is a Director as on 31.03.2013 | Nil |

| | |
|--|----------------------------------|
| Name of the Director | Rajasekhar Mathuru Reddy |
| Date of Appointment | 14.08.2012 |
| Date of Birth | 09.03.1973 |
| Qualification | Graduate |
| Expertise in specific functional areas | Infrastructure Activities |
| List of Companies in which Directorship is held as on 31.03.2012 | Nil |
| Chairman / Member of the Committees* of other Companies on which he is a Director as on 31.03.2013 | Nil |

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

12. 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.

13. 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.V. 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.

14. 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.

15. General Information for shareholders

| | |
|---|--|
| a. Annual General Meeting Day, date, time and venue | Monday, the 30 th September 2013 at 03.00 P.M at H.No: Plot No 23 Phase 4, IDA Jeedimetla, Hyderabad-500055 |
| b. Book closure dates | From 26 th September to 30 th September 2013 (both days inclusive) for the purpose of Annual General Meeting |
| c. Financial Calendar(i) | 1 st Quarter (ii) 2 nd Quarter (iii) 3 rd Quarter and (iv) 4 th Quarter 1 st April to 30 th June 1 st July to 30 th September 1 st October to 31 st December 1 st January to 31 st March |
| d. Financial Year | Year ending March 31, 2013 |
| e. Listing of equity shares is at | The Bombay Stock Exchange Limited 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 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: H.No: Plot No 23 Phase 4, IDA, Jeedimetla, Hyderabad-500055 Email: seagoldacqa@gmail.com , Website: www.seagoldaqua.com |
| 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: info@vccilindia.com |
| k. Query on the Annual Report | Sri. V.V. Satish Director / Compliance officer Sea Gold Infrastructure Limited Plot No.23, Phase IV, IDA Jeedimetla, Hyderabad – 500 055. Email: seagoldacqa@gmail.com Website: www.seagoldaqua.com |
| Corporate Identification No : | L70200AP1993PLC016389 |

I. Distribution of shareholding as on 31st March, 2013

| Category | No. of shareholders | Total Shares | % of holding |
|---------------------------------|---------------------|----------------|---------------|
| Promoter & Promoter Groups | 9 | 3897410 | 71.54 |
| Foreign Institutional Investors | 2 | 50000 | 0.92 |
| Bodies Corporate | 9 | 1287310 | 23.63 |
| Resident Individuals | 919 | 159880 | 2.93 |
| Non Resident Indians | 50 | 46230 | 0.85 |
| Mutual Funds/UTI | 1 | 7410 | 0.14 |
| Total | 990 | 5448240 | 100.00 |

m) Categories of share holders as on 31st March, 2013

| Category | No. of Share Held | Percentage |
|----------------------------------|-------------------|---------------|
| Promoters and Promoter Group | 3897410 | 71.54 |
| Financial Institutional Investor | 50,000 | 0.92 |
| Others | 1500830 | 27.54 |
| Total | 5448240 | 100.00 |

4. Code of Conduct

The Code of Conduct as adopted by the Board of Directors is applicable to the directors, both executive and non-executive and Senior Management team comprising of members of Management one level below the Executive Directors, including the functional heads

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 31st March 2013.

For and on behalf of Board of Directors of
Sea Gold INFRASTRUCTURE Limited

Sd/-

Date: 02.09.2013
Place: Hyderabad

P.V.Krishna Reddy
Managing Director

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 31st March 2012 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: 02.09.2013

Sd/-
P.V.Krishna Reddy
Managing Director

Sd/-
Syed Khaleel Ahmed
Director

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 31st March, 2013, 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

Sd/-
CA. Vijendar.G
Partner
M.No.029619

Place: 02.09.2013
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, 2013, 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 2012-2013 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.

7. 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.

8. 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 2012-13.

For and on behalf of Board of Directors of
SEA GOLD INFRASTRUCTURE LIMITED

Date: 02.09.2013
Place: Hyderabad

Sd/-
P.V.Krishna Reddy
Managing Director

Sd/-
Syed Khaleel Ahmed
Director

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, 2013 and the Statement of Profit and Loss for the year then 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, 2013; 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, 2013, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

for **G.C. Reddy and Associates**

Chartered Accountants
Firm Regn No.010074S

Sd/-

Vijendar G

Partner, M.No.220735

Place: Hyderabad

Date :30.05.2013

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, 2013 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 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 **G.C. Reddy and Associates**

Chartered Accountants
Firm Regn No.010074S

Sd/-
Vijendar G
Partner
Mem No. 220735

Place: Hyderabad
Date :30.05.2013

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 27th 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 1,80,165/- (One Lakh Eighty Thousand One Hundred Sixty Five only).

5. Managerial remuneration (included under salaries costs)

| Particulars | (Amount in Rs.) 2012-13 | (Amount in Rs.) 2011-12 |
|--|----------------------------|----------------------------|
| 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 | 2012-13 | 2011-12 |
|---------|------------------------------|------------|----------|
| 01 | Earnings After Tax | (4,65,039) | (20,000) |
| 02 | Number of Shares Outstanding | 54,48,240 | 4,48,240 |
| 03 | Nominal Value Per Share | 10 | 10 |
| 04 | Earnings Per Share (EPS) | (0.09) | (0.04) |

7. Auditor's remuneration

| Particulars | FY 2012-13 | FY 2011-12 |
|----------------------|---------------|---------------|
| Statutory Audit Fees | 40,000 | 20,000 |
| Total | 40,000 | 20,000 |

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 |
|----------------------------|-------------------------------------|-------------|
| Short-term Advances | | |
| <i>Current Year</i> | 2,40,00,000 | 2,40,00,000 |
| <i>Previous Year</i> | Nil | Nil |

Year End Balances – Related Parties

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

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

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

Sd/-
Vijendar 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 : 30.05.2013

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 |
|--|-------------|----------------------------------|----------------------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 1 | 54,482,400 | 4,482,400 |
| Reserves and surplus | 2 | (4,967,439) | (4,502,400) |
| Share application money pending allotment | | - | - |
| Non-current liabilities | | | |
| Long-term borrowings | | - | - |
| Deferred tax liabilities (Net) | | - | - |
| Other Long term liabilities | | - | - |
| Long-term provisions | | - | - |
| Current liabilities | | | |
| Short-term borrowings | | - | - |
| Trade payables | | - | - |
| Other Current liabilities | | - | - |
| Short-term provisions | 3 | 56,148 | 20,000 |
| TOTAL | | 49,571,109 | - |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| - Tangible assets | | - | - |
| - Intangible assets | | - | - |
| - Capital work-in-progress | 4 | 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 |
|-------------------------------|-------------|----------------------------------|----------------------------------|
| Current assets | | | |
| Current investments | | - | - |
| Inventories | | - | - |
| Trade Receivables | | - | - |
| Cash and cash equivalents | 5 | 390,944 | - |
| Short-term loans and advances | 6 | 24,000,000 | - |
| Other Current assets | 7 | 180,165 | - |
| TOTAL | | 49,571,109 | - |

Notes to Accounts - Note 11
Notes annexed hereto form an integral part
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/-
Vijendar 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 : 30.05.2013

| Sea Gold Infrastructure Limited | | | |
|--|--------------------------|--|-------------------------------------|
| Statement of Profit and Loss for the period ended 31st March, 2013 | | | |
| Particulars | Note No. | Year Ending 31st March, 2013 INR | Year Ending 31st March, 2012 INR |
| Continuing Operations | | | |
| Income: | | | |
| Revenue from operations | | | |
| - Income from Sales | | - | - |
| - Other operating revenues | | - | - |
| Other income | 8 | 180,165 | - |
| Total Revenue (I) | | 180,165 | - |
| Expenses: | | | |
| - Cost of Material Consumed | | - | - |
| - (Increase)/Decrease in stock-in-trade | | - | - |
| - Employee Benefit Expenses | 9 | 216,993 | - |
| - Other Expenses | 10 | 428,211 | 20,000 |
| Total expenses (II) | | 645,204 | 20,000 |
| Profit before interest, tax, depreciation and amortization (I) – (II) | | (465,039) | (20,000) |
| - Finance Charges | | - | - |
| - Depreciation & Amortisation | | - | - |
| Profit before exceptional and extraordinary items and tax | | (465,039) | (20,000) |
| Exceptional items | | - | - |
| Profit before tax | | (465,039) | (20,000) |
| Tax expense: | | | |
| - Current tax | | - | - |
| - Deferred tax | | - | - |
| Profit (Loss) for the period from continuing operations | | (465,039) | (20,000) |
| Profit/(loss) from discontinuing operations | | - | - |
| Tax expense of discontinuing operations | | - | - |
| Profit/(loss) from Discontinuing operations (after tax) | | (465,039) | (20,000) |
| Profit/(Loss) for the period | | (465,039) | (20,000) |
| Earnings per equity share: | | | |
| - Basic | | (0.09) | (0.04) |
| - Diluted | | (0.16) | |
| Notes to Accounts - Note 11 | | | |
| Notes annexed hereto form an integral part | | | |
| In terms of our report of even date | | | |
| for G.C. Reddy and Associates | | for and on behalf of the Board of Directors of | |
| Chartered Accountants | | Sea Gold Infrastructure Limited | |
| Firm Regn. No.010074S | | | |
| Sd/- | Sd/- | Sd/- | |
| Vijendar G | P.V.Krishna Reddy | Syed Khaleel Ahmed | |
| Partner | Managing Director | Director | |
| Mem No. 220735 | DIN No. 00308975 | DIN No. 05347153 | |
| Place : Hyderabad | | | |
| Date : 30.05.2013 | | | |

Sea Gold Infrastructure Limited

**Note 1
Share Capital**

| Particulars | As at 31st March, 2013 | | As at 31st March, 2012 | |
|--|------------------------|-------------------|------------------------|------------------|
| | Number | INR | Number | INR |
| Authorised | | | | |
| Equity Shares of 10/- each | 5,500,000 | 55,000,000 | 5,500,000 | 55,000,000 |
| Issued | | | | |
| Equity Shares of 10/- each as reduced | 5,448,240 | 54,482,400 | 448,240 | 4,482,400 |
| Subscribed & Paid up | | | | |
| Equity Shares of 10/- each fully paid as reduced | 5,448,240 | 54,482,400 | 448,240 | 4,482,400 |
| Subscribed but not fully Paid up | - | - | - | - |
| Total | 5,448,240 | 54,482,400 | 448,240 | 4,482,400 |

Reconciliation of number of shares outstanding for the period

| Particulars | As at 31st March, 2013 | | As at 31st March, 2012 | |
|---|------------------------|-------------------|------------------------|------------------|
| | Number | INR | Number | INR |
| Equity Shares | | | | |
| Shares outstanding at the beginning of the year | 448,240 | 4,482,400 | 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 | 5,448,240 | 54,482,400 | 448,240 | 4,482,400 |

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, 2013 | As at 31st March, 2012 |
|--|------------------------|------------------------|------------------------|
| Equity Shares PVK Engineers Pvt Ltd | Associate Company | 2,600,000 | - |
| | - | - | - |
| | | 2,600,000 | - |

Share Holder and percentage of shareholding during the period

| Name of Shareholder | As at 31st March, 2013 | | As at 31st March, 2012 | |
|--------------------------------------|------------------------|--------------|------------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| PVK Engineers Private Limited | 2,600,000 | 47.72 | - | - |
| P.V.Krishna Reddy | 517,000 | 9.49 | - | - |
| P.Radha Krishna Reddy | 573,000 | 10.52 | - | - |
| GS Energies Private Limited | 305,000 | 5.59 | 305,000 | 5.59 |
| Bekem Infra Projects Private Limited | 700,000 | 12.84 | 700,000 | 12.84 |

**Note 2
Reserves & Surplus**

| Particulars | As at 31st March, 2013 INR | As at 31st March, 2012 INR |
|--|-------------------------------|-------------------------------|
| Surplus | | |
| Opening balance | (4,502,400) | (4,482,400) |
| (+) Net Profit/(Net Loss) for the current year | (465,039) | (20,000) |
| (+) Transfer from Reserves | - | - |
| (-) Proposed Dividends | - | - |
| (-) Interim Dividends | - | - |
| (-) Transfer to Reserves | - | - |
| Closing Balance | (4,967,439) | (4,502,400) |
| Total | (4,967,439) | (4,502,400) |

**Note 3
Short Term Provisions**

| Particulars | As at 31st March, 2013 INR | As at 31st March, 2012 INR |
|--|-------------------------------|-------------------------------|
| Provision for employee benefits | | |
| - Key Performance Incentive | - | - |
| Others | | |
| TDS Contractors | 1,937 | - |
| TDS Professionals | 18,211 | - |
| Provision for Income Tax FY 2012-13 | - | - |
| Audit Fee Payable | 36,000 | 20,000 |
| Total | 56,148 | 20,000 |

Note 5
Cash and cash equivalents

| Particulars | As at 31st March, 2013 | | As at 31st March, 2012 | |
|--|------------------------|----------------|------------------------|----------|
| | INR | INR | INR | INR |
| Balances with banks | | - | | - |
| This includes: | | | | |
| In Current Accounts | - | 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 | | - | | - |
| Total | | 390,944 | | - |

Note 6
Short Term Loans & Advances

| Particulars | As at 31st March, 2013 | As at 31st March, 2012 |
|-----------------------------------|------------------------|------------------------|
| | INR | INR |
| Other Loans & Advances | | |
| Unsecured considered good | 24,000,000 | - |
| Total | 24,000,000 | - |

Note 7
Other Current Assets

| Particulars | As at 31st March, 2013 | As at 31st March, 2012 |
|------------------------------|------------------------|------------------------|
| | INR | INR |
| Accrued Interest on Advances | 162,148 | |
| TDS Receivable on Interest | 18,017 | - |
| Total | 180,165 | - |

| Note 8 Incomes | | |
|---|--|--|
| Particulars | Year Ending 31st March,2013 INR | Year Ending 31st March,2012 INR |
| Interest on Advances | 180,165 | - |
| Total | 180,165 | - |
| Note 9 Employee Benefit Expenses | | |
| Particulars | Year Ending 31st March,2013 INR | Year Ending 31st March,2012 INR |
| Salaries, Wages & Bonus | 216,993 | - |
| Total | 216,993 | - |
| Note 10 Other Expenses | | |
| Particulars | Year Ending 31st March,2013 INR | Year Ending 31st March,2012 INR |
| Advertisement Expenses | 86,918 | - |
| Audit fee | 40,000 | 20,000 |
| Consultancy Charges | 136,687 | - |
| Interest on Delay in TDS | 2,104 | - |
| Printing & Stationery | 11,300 | - |
| Rates & Taxes | 123,596 | - |
| ROC Charges | 16,236 | - |
| Travelling & Conveyance | 11,370 | - |
| Total | 428,211 | 20,000 |

| Sea Gold Infrastructure Limited | | |
|--|---|---|
| CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2013 | | |
| Particulars | Year Ending 31st March, 2013 INR | Year Ending 31st March, 2012 INR |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit/Loss after taxation and extraordinary items | (465,039) | (20,000) |
| 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 | - | - |
| Operating (Loss)/ profit before working captial changes | (465,039) | (20,000) |
| Adjustment for Working Capital: Increase/ (Decrease) in trade payables Increase/ (decrease) in other current liabilities | - | - |
| (Increase) in long-term / short-term provisions | 36,148 | - |
| 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 asset | (180,165) | - |
| Cash generated from/(used) in Operating activity | (609,056) | (20,000) |
| Direct Taxes Paid (net of refunds if any) | - | - |
| Net Cash Flow from Operating activity (A) | (609,056) | (20,000) |
| B. CASH FLOW FROM INVESTING ACTIVITY | | |
| 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 | - | - |
| Net Cash generated from/(used) in investing activity (B) | (25,000,000) | - |

Sea Gold Infrastructure Limited
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2013

| Particulars | Year Ending 31st March, 2013 INR | Year Ending 31st March, 2012 INR |
|---|--|--|
| C. CASH FLOW FROM FINANCING ACTIVITY | | |
| Proceeds from Issue of Shares | 50,000,000 | |
| Proceeds from long-term borrowings | - | - |
| issues of short-term advances | (24,000,000) | - |
| Interest paid | - | - |
| Dividend paid on equity shares | - | - |
| Tax on equity dividend paid | - | - |
| Net Cash From Financing activity (C) | 26,000,000 | - |
| Net Increase/(Decrease) in Cash & Cash Equivalents (A)+(B)+(C) | 390,944 | (20,000) |
| Reconciliation | | |
| Cash and Cash Equivalents as at the beginning of the period | - | |
| Cash and Cash Equivalents as at the Close of the period | 390,944 | - |
| Net Increase / (Decrease) in Cash & Cash Equivalents | 390,944 | - |

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/-
Vijendar 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 : 30.05.2013

Sea Gold Infrastructure Limited

Note 6

Fixed Assets

| Particulars | Gross Block | | | | | Accumulated Depreciation | | | | |
|--|---------------------------------------|----------------------------------|---|--------------------------------|--------------------------------------|---------------------------------------|---|---------------------------------------|--------------------|--|
| | Balance as at 01st, April 2012 INR | Additions/ (Disposals) INR | Acquired through business combinations INR | Revaluations/ (Impairments) | Balance as at 31st March 2013 INR | Balance as at 01st, April 2012 INR | Depreciation charge for the year INR | Adjustment due to revaluations INR | on disposal INR | |
| Tangible Assets (Not Under Lease) | | | | | | | | | | |
| Total | - | - | - | - | - | - | - | - | - | |

Capital Work In Progress:

(Advance Given to Purchase of Power Plant)

Total of Fixed Assets:

SEA GOLD INFRASTRUCTURE LIMITED

PLOT NO 23, PHASE IV, IDA JEEDIMETLA, HYDERABAD- 500055

PROXY FORM

Registered Folio No./Client ID P.....

Number of shares held P.....

I/We P.....of P.....in the district of P..... being a member(s) of the Company, hereby appoint P..... of

P.....or failing him/her P..... of P..... in the district of as my /our proxy to attend and vote for me/us on my/our behalf at the Nineteenth Annual General Meeting of the Company to be held on Monday, September 30, 2013 at 3.00 P.M at Plot No 23 Phase IV, IDA, Jeedimetla, Hyderabad – 500 055 and at any adjournment thereof.



Signed on P..... 2013 Revenue Stamp

Note: The form of proxy should reach the Company, not less than 48 hours before the time fixed for the meeting.

SEA GOLD INFRASTRUCTURE LIMITED

Regd. Office: Plot No. 23, Phase IV, IDAJeedimetla, Hyderabad – 500 055

ATTENDANCE SLIP

Registered Folio No./Client ID P.....

Number of shares held P.....

Name of the shareholder / Proxy P.....

I hereby accord my/our presence at the Nineteenth Annual General Meeting of the Company to be held on Monday, September 30, 2013 at 3.00 P.M at Plot No 23 Phase IV, IDA Jeedimetla, Hyderabad – 500 055 and at any adjournment thereof.

Signature of the Shareholder / Proxy

Note: Members are requested to bring their copies of the Annual Report to the Annual General Meeting present this attendance slip at the entrance of the meeting venue

NOTES

SEA GOLD INFRASTRUCTURE LIMITED

Regd. Office:

Plot No.23, Phase IV,
IDA Jeedimetla,
Hyderabad – 500 055

e-mail: seagoldacqa@gmail.com



Website: www.seagoldaqua.com

SEA GOLD INFRASTRUCTURE LTD

PLOT NO. 23, PHASE-IV, IDA JEEDIMETLA, HYDERABAD 500 055, INDIA
PHONE: +91 – 40 – 23544558
Email.seagoldacqa@gmail.com

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

| | | |
|---|--|---|
| 1 | NAME OF THE COMPANY | SEA GOLD INFRASTRUCTURE LIMITED (FORMERLY KNOWN AS SEA GOLD AQUA FARMS LIMITED) |
| 2 | Annual financial statements for the year ended | 31st March 2013 |
| 3 | Type of Audit observation | Un-qualified |
| 4 | Frequency of observation | NIL |
| 5 | To be signed by <ul style="list-style-type: none">• CEO/Managing Director• CFO• Auditor of the company• Audit Committee Chairman | Managing Director   |