

SEA GOLD INFRASTRUCTURE LIMITED

(Formerly known as SEA GOLD AQUA FARMS LIMITED)

CIN: L70200TG1993PLC016389

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

Phone No: 91-40-23544558, Fax No: 91-40-23544558

Email id: seagoldacqa@gmail.com, Website: www.seagoldaqua.com

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange:

1	Name of the Company	SEA GOLD INFRASTRUCTURE LIMITED
2	Annual financial statements for the year ended	31 st March 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	NIL
5	To be signed by- CEO/Managing Director CFO Auditor of the company Audit Committee Chairman	 Audit Committee Chairman



SEA GOLD INFRASTRUCTURE LIMITED

(formerly known as Sea Gold Aqua Farms Limited)

**TWENTY FIRST ANNUAL REPORT
2014-2015**

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CORPORATE INFORMATION

BOARD OF DIRECTORS

1. Sri P.V.Krishna Reddy – Managing Director
2. Sri Rajasekhar Mathuru Reddy – Promoter and Non-Executive Director
3. Sri Veerapaneni Venkata Satish – Independent and Non-Executive Director
4. Sri Syed Khaleel Ahmed – Independent and Non-Executive Director
5. Sri Eswar Chandra Vidya Sagar Magham – Independent and Non-Executive Director
(resigned w.e.f. 14.08.2015)
6. Smt. Vijayalakshmi Panati – Additional Director

CORPORATE IDENTIFICATION NUMBER: L70200TG1993PLC016389

REGISTERED OFFICE

Plot No. 23, Phase IV, IDA Jeedimetla
Hyderabad-500055, Telangana
Phone No.: +91-40-2344558
Fax No.: +91-40-2344558
E-mail Id: seagoldacqa@gmail.com
Website: www.seagoldaqua.com

STATUTORY AUDITORS

M/s G.C. Reddy & Associates
Chartered Accountants
Door No.8-3-678/70, 1st Floor
Pragathi Nagar, Srinagar Colony
Hyderabad - 500018, Telangana

BANKERS

- 1) HDFC Bank Limited
H No. 8-3-168/E2/152,
Krishna Kunj, Motinagar
Hyderabad – 500 018
- 2) Andhra Bank
Ramanthapur Branch
Hyderabad Public School Campus
Hyderabad – 500 013
- 3) Andhra Bank
Hospet Branch, College Road
Hospet – 583 201

REGISTRARS AND SHARE TRANSFER AGENT

M/s. Venture Capital and Corporate Investments Private Limited,
#12-10-167, Bharat Nagar, Hyderabad-18, Telangana
Email: info@vccilindia.com

STATUTORY COMMITTEES

AUDIT COMMITTEE

Mr. Veerapaneni Venkata Satish	Chairman
Mr. Syed Khaleel Ahmed	Member
Mr. Magham Eswar Chandra Vidya Sagar	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Veerapaneni Venkata Satish	Chairman
Mr. Syed Khaleel Ahmed	Member
Mr. Magham Eswar Chandra Vidya Sagar	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Veerapaneni Venkata Satish	Chairman
Mr. Syed Khaleel Ahmed	Member
Mr. Magham Eswar Chandra Vidya Sagar	Member

RISK MANAGEMENT COMMITTEE

Mr. Veerapaneni Venkata Satish	Chairman
Mr. Syed Khaleel Ahmed	Member
Mr. Magham Eswar Chandra Vidya Sagar	Member

SEA GOLD INFRASTRUCTURE LIMITED

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

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 21st Annual General Meeting of the Company ("**Sea Gold Infrastructure Limited**") will be held on Wednesday, the 30th day of September, 2015 at 11.00 A.M. at the Registered office of the company situated at Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad –500 055, Telangana to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of financial statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2015 along with Notes, the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Appointment of Director

To appoint a Director in place of Mr. Rajasekhar Mathuru Reddy (holding DIN 05347148), who retires by rotation and being eligible, offers himself for re-appointment;

Item No. 3 – Ratifying the appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, the Company hereby ratifies the appointment of M/s G.C. Reddy & Associates, Chartered Accountants (Firm Registration No. 010074S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

Item No. 4 - Appointment of Mrs. Vijayalakshmi Panati (Holding DIN: 06635011) as Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mrs. Vijayalakshmi Panati (holding DIN 06635011), who was appointed as an Additional Director of the Company with effect from 30th March, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member of the company proposing Mrs. Vijayalakshmi Panati for the office of Director, be and is hereby appointed as a Director of the Company."

Item No. 5 – Appointment of Mr. Bathula Sathaiah as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bathula Sathaiah (holding DIN 07277786), who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 30th September, 2015 ”

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

Sd/-

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

Date : 14.08.2015

Place : Hyderabad

Registered Office:

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

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of the items of Special Business as set out above is annexed hereto.
2. A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or other authority shall be deposited at the Registered Office of the Company situated at Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad – 500055, Telangana not less than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
4. Members/Proxies should bring the duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 26th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the purpose of declaration of dividend for the financial year ended 31st March, 2015 and the Annual General Meeting (AGM).
8. Members intending to seek clarification 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 Company so as to reach the company at least 7 (seven) days in advance before the date of the Annual General Meeting, specifying the points.
9. Members holding shares in physical form are requested to intimate the following details directly to the Company's Registrar and Share Transfer Agent, M/s. Venture Capital and Corporate Investments Private Limited, #12-10-167, Bharat Nagar, Hyderabad – 500 018, Telangana.
 - (a) Changes, if any, in their address at an early date.
 - (b) Application for consolidation of folios, if shareholdings are under multiple folios.
 - (c) Despatch of share certificates for consolidation.
 - (d) Request for nomination forms for making nominations as per the provisions of the Companies Act.

10. Members are requested to quote ledger folio numbers in all their correspondences.
11. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Venture Capital and Corporate Investments Private Limited.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting form an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
15. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).
16. 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 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 send their e-mail address to the following:

info@vccilindia.com

The Annual Report for the year ending 31st March, 2015 and Notice of the AGM inter alia indicating the manner and process of Remote e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

17. Members may also note that the Notice of the 21st AGM and the Annual Report for 2015 will also be available on the Company's website www.seagoldaqua.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: seagoldacqa@gmail.com.

18. Members are requested to note that the Company's Equity Shares are compulsorily traded in demat form for the investors, effective from 26th March 2001. Members are requested to open Depository Account in their names with a Depository participant to dematerialize their holdings. This would be necessary for facilitating the transfers of Company's Equity shares in all Stock Exchanges connected to the Depository System.
19. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
20. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (Remote e-voting) to all its members. The company has engaged the services of Central Depository Services Limited (CDSL) to provide Remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional. This facility will be available at the link www.evotingindia.com during the following voting period:
- Commencement of Remote e-voting : From 09.00 A.M on 27.09.2015
End of Remote e-voting : Up to 05.00 P.M on 29.09.2015
- Remote e-voting shall not be allowed beyond 05.00 P.M on 29.09.2015. During the Remote e-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for Remote e-voting is 22.09.2015.
- (b) The company has engaged the services of CDSL as the Authorized Agency to provide Remote e-voting facilities.
- (c) The company has appointed Mr. Manoj Kumar Koyalkar, AGR Reddy & Co., Practicing Company Secretary (CP 10004), as 'scrutinizer' for conducting and scrutinizing the Remote e-voting process in a fair and transparent manner.
- (d) The login ID and password for Remote e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for Remote e-voting by e-mail.
- (e) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.
- It also helps the shareholders to cast their vote from anywhere and at any time during Remote e-voting period. The procedure for casting votes online is as follows:
- (i) The shareholders should log on to the Remote e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now select the "SEA GOLD INFRASTRUCTURE LIMITED" from the drop down menu and click on "SUBMIT"

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Sea Gold Infrastructure Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding Remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and Remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours (10.00 AM to 5.00 PM on all working days (except Saturdays) up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The following Statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the accompanying Notice dated 14.08.2015:

ITEM NO. 4

Mrs. Vijayalakshmi Panati (holding DIN: 06635011), was appointed as an Additional Director of the Company with effect from March 30, 2015 by the Board of Directors under Section 161, 149 (1) of the Act and Article 94 of the Articles of Association of the Company.

In terms of Section 161(1) of the Act, Mrs. Vijayalakshmi Panati holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member signifying intention to propose Mrs. Vijayalakshmi Panati as candidate for Director.

The Directors are of the view that the appointment of Mrs. Vijayalakshmi Panati, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members as recommended by the Board for their approval.

Except Mrs. Vijayalakshmi Panati and Mr. P.V. Krishna Reddy, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Your Board recommends the resolution at set out in Item No. 4 for approval of the members as Ordinary resolution.

ITEM NO. 5

A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Bathula Sathaiah as candidate for the office of Independent Director of the Company. Mr. Bathula Sathaiah has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013. Accordingly appointment of Mr. Bathula Sathaiah as an Independent Director not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 30th September, 2015 is placed before the members.

In the opinion of the Board, Mr. Bathula Sathaiah, fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as Independent Director of the Company and is independent of the management of the Company.

The Directors recommend passing of Resolution at Item No. 5 as Ordinary Resolution.

The said Director is not related to any of the Directors of the Company. Except Mr. Bathula Sathaiah who is interested in his respective appointment, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

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

Sd/-

P.V. Krishna Reddy

Managing Director

DIN: 00308975

Date: 14.08.2015

Place: Hyderabad

Registered Office:

Plot No. 23, Phase IV,
IDA Jeedimetla
Hyderabad-500055, Telangana

**Details of Directors seeking appointment /
re-appointment in the 21st Annual General Meeting
(Pursuant of Clause 49 of the Listing Agreement)**

Name of the Director	Mr. Rajasekhar Mathuru Reddy	Mrs. Vijayalakshmi Panati	Mr. Bathula Sathaiah
Director Identification Number (DIN)	05347148	06635011	07277786
Date of Birth	09.03.1973	04.05.1966	10.08.1970
Nationality	Indian	Indian	Indian
Date of Appointment on Board	14th August, 2012	30th March, 2015	To be appointed in AGM
Relationship with other Directors	Nil	Nil	Nil
Qualification	Chartered Accountant	B.Com	M.A., LL.M
Shareholding in Sea Gold Infrastructure Limited (as on 31st March, 2015)	105000 Equity Shares	Nil	Nil
Expertise in specific functional areas	Nil	Nil	Nil
List of Directorships held in other Companies (as on 31st March, 2015)	Nil	4 1) Chintapally Saibaba Energy Private Limited 2) Nandian P.V.K Energy Private Limited 3) P.V.K And P.R.K Engineers Private Limited 4) eMpoWer Solar Energy Private Limited	Nil
Memberships / Chairmanship of the Committees of Directors of other Companies (as on 31st March, 2015)	Nil	Nil	Nil

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

To
M/s. Venture Capital and Corporate Investments Private Limited,
#12-10-167, Bharat Nagar,
Hyderabad-18,
Telengana, India

Company: SEA GOLD INFRASTRUCTURE LIMITED

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

Name of Sole / First Holder : _____

DP ID / Client ID / Regd. Folio No : _____

PAN No. : _____

E-mail Address : _____

Date:

Place:

(Signature of Member)

DIRECTORS' REPORT

To
The Members
Sea Gold Infrastructure Limited

Your Directors have pleasure in presenting their 21st Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2015.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The financial statements of the company are as follows.

(Amount in Rupees)

	Current Year Ended 31.03.2015	Previous Year Ended 31.03.2014
Revenue from Operations	4,19,34,302	Nil
Other Income	1,05,944	8,60,056
Total Revenue	4,20,40,246	8,60,056
Expenses	3,97,01,400	12,78,166
Depreciation	15,031	Nil
Profit / (loss) Before exceptional and extraordinary items and Tax	23,23,815	(4,18,110)
Less: exceptional and extraordinary items	Nil	Nil
Profit/ (loss) Before Taxation	23,23,815	(4,18,110)
Less: - Current Tax	4,71,132	Nil
- Income Tax (Earlier years)	Nil	
- Deferred Tax	10,966	
Profit / (loss) After Tax	18,41,717	(4,18,110)

2. OPERATIONS:

During the year under review, the gross revenue of the Company increased to Rs. 4,19,34,302 compared to Rs. 8,60,056 in the previous year. The Profit after tax for the year increased to Rs. 18,41,717 compared to (Rs. 4,18,110) in the previous year.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

During the year under review, operations were well carried out by the Company with increased capacity utilization, turnover should improve further. There is strong belief that this business improvement will sustain in the future too. Scenario for future opportunities is bright.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business during the year.

5. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

6. DIVIDEND:

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

7. TRANSFER TO RESERVES:

There were no transfers to Reserves during the financial year 2014-2015.

8. SHARE CAPITAL:

During the year under review, there has been no change in the Share Capital of the Company.

The Authorised Share Capital of the company is Rs. 5,50,00,000 divided into 55,00,000 equity shares of Rs. 10 (Rupees Ten) each.

The Issued, Subscribed and Paid up Capital of the Company as on March 31, 2015 is Rs.5,44,824,00 divided into 54,48,240 equity shares of Rs. 10 (Rupees Ten) each.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the Companies Act, 2013 read with Articles of Association of the Company, Mr. Rajasekhar Reddy Mathuru, Director, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

Mrs. Vijayalakshmi Panati was appointed as an Additional Director with effect from 30.03.2015, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member of the company proposing Mrs. Vijayalakshmi Panati for the office of Director.

A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Bathula Sathaiah as candidate for the office of Independent Director of the Company. Mr. Bathula Sathaiah has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013. Accordingly appointment of Mr. Bathula Sathaiah as an Independent Director not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 30th September, 2015

Your Board recommends the appointment / re-appointment of the Directors above.

During the year under review, Mr. Thapovardhan Vasireddy and Mr. Korapati Venkateswara Rao resigned as directors of the company.

10. PARTICULARS OF EMPLOYEES:

Details in respect of remuneration paid to employees as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Particulars of Employees) Rules, 1975, none of the employees of the company are drawing remuneration at or above the limits mentioned therein or part thereof.

In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company.

Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in Annexure II and forms part of this Report.

11. MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Six (6) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period of 120 days as prescribed under the Companies Act, 2013.

12. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

13. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY:

A declaration has been received by all the Independent Directors of the Company that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

14. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

15. STATUTORY AUDITORS:

M/s. G.C. Reddy & Associates, Chartered Accountants, Hyderabad, were appointed as Statutory Auditors of the Company for a period of Three (3) years from the conclusion of the 20st AGM to the conclusion of 23rd AGM, subject to ratification by the members at every AGM. The statutory auditors have also confirmed their eligibility under section 139(1) of the Companies Act, 2013. Members are requested to ratify their appointment as Statutory Auditors for the financial year 2015-16 and to authorize the Board to fix their remuneration.

16. REPLIES TO AUDITORS' REPORT:

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

17. SECRETARIAL AUDIT REPORT:

In terms of Section 204 of the Act and Rules made there under, Mr. Manoj Kumar Koyalkar, M/s. AGR Reddy & Co, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as Annexure III to this report. The report is self-explanatory and do not call for any further comments.

18. COST AUDITORS:

The provisions of Section 148 of the Companies Act, 2013 is not applicable to the Company.

19. INTERNAL AUDIT & CONTROLS:

Mr. Praveen Kumar Mynampati, Chartered Accountant performs the duties of internal auditors of the Company and their report is reviewed by the Audit Committee from time to time. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review

of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

20. VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

21. RISK MANAGEMENT POLICY:

The Risk Management Policy in place in the company enables the company to proactively take care of the internal and external risks of the company and ensures smooth business operations.

The company's risk management policy ensures that all its material risk exposures are properly covered, all compliance risks are covered and the company's business growth and financial stability are assured. Board of Directors decide the policies and ensure their implementation to ensure protection of company from any type of risks.

22. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT 9 is given as Annexure IV to this report.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

24. DEPOSITS:

The Company has not accepted any deposit from the public under Chapter V of the Act or under the corresponding provisions of Section 73 and 74 of the Companies Act, 2013, and no amount of principal or interest was outstanding as on the Balance Sheet date.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Details of loans and guarantees given and investments made under Section 186 of the Act are given in the Notes to the Financial Statements.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2 as Annexure I to this report.

There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large. None of the Directors had any pecuniary relationship or transactions with the Company, except the payments made to them in the form of remuneration, sitting fee and commission.

27. CORPORATE GOVERNANCE CERTIFICATE:

In pursuance of Clause 49 of the Listing Agreement with the Stock Exchange, a separate section on Corporate Governance has been incorporated in the Annual Report for the information of the shareholders.

A certificate from the Auditors of the Company regarding the compliance of the conditions of Corporate Governance as stipulated under the said Clause 49 also forms a part of this Annual Report.

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report, pursuant to Clause 49 of the Listing Agreement, forms part of this report and the same is annexed.

29. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15:

- No. of complaints received: - NIL -
- No. of complaints disposed off: - NIL -

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are as follows:

(A) CONSERVATION OF ENERGY

(i)	the steps taken or impact on conservation of energy	Nil
(ii)	the steps taken by the company for utilizing alternate sources of energy	Nil
(iii)	the capital investment on energy conservation equipments	Nil

(B) TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption	The Company has neither absorbed nor adopted any new technology. The company has also not made any innovation in technology other than the R&D
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	No benefits derived in the year under review
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	No new technology is imported during the last three years -- -- -- --
(iv)	the expenditure incurred on Research and Development	No expenditure incurred on Research and Development

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as follows:

Foreign Exchange Inflows: NIL

Foreign Exchange Outflows: NIL

31. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions w.r.t. CSR is not applicable to the Company. Therefore, the Company had not constituted CSR committee during the year 2014-15.

32. HUMAN RESOURCES:

Your Company treats its "Human Resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

33. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of your Company make the following statements, with the best of their knowledge and belief and according to the information and explanations obtained by them:

- i. that in the preparation of the annual accounts for the financial year ended 31st March 2015, the applicable accounting standards have been followed and there have been no material departures from them;
- ii. that the accounting policies mentioned in notes to Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the company for the year ended on that date;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the annual financial statements have been prepared on a 'going concern' basis;
- v. that proper internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi. that proper systems are in place to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

34. CONSTITUTION OF AUDIT COMMITTEE:

The Audit Committee of the Company is duly constituted as per Section 177 of the Companies Act, 2013. Composition and scope of Audit Committee is provided under the Corporate Governance report annexed herewith.

35. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's Shares are listed.

36. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation to business associates, banks and other financial institutions and shareholders, of the Company for their continued support and faith in the Company.

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

Sd/-

Sd/-

Mr. P.V. Krishna Reddy

Mr. Syed Khaleel Ahmed

Managing Director

Director

DIN: 00308975

DIN: 05347153

Date: 14.08.2015

Place: Hyderabad

Annexure - I**FORM NO. AOC – 2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s. Standard Infratech India Private Limited
b)	Nature of contracts/arrangements/ transaction	By Agreement with above said company availed Sub-contract to "Construction of 12 Nos. Police Quarters in Gadiganur & 60 Nos. Police Quarters in Hospet in Bellary District Under Police Gruha 2020 Scheme (PG - 2020 / Package No. 14 / 2013-14) On Lump Sum Turnkey Basis, based on Tenderer's Own Design - Two Cover System"
c)	Duration of the contracts/ arrangements/transaction	16.07.2014
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 9,77,47,000/-
e)	Date of approval by the Board	14.02.2015
f)	Amount paid as advances, if any	Nil

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

Sd/-

Sd/-

Mr. P.V. Krishna Reddy

Mr. Syed Khaleel Ahmed

Managing Director

Director

DIN: 00308975

DIN: 05347153

Date: 14.08.2015

Place: Hyderabad

Annexure - II**STATEMENT OF PARTICULARS AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

S. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Venkata Krishna Reddy Panati	Nil
2.	Mr. Venkata Satish Veerapaneni	Nil
3.	Mr. Rajasekhar Mathuru Reddy	Nil
4.	Mr. Syed Khaleel Ahmed	Nil
5.	Mr. Eswar Chandra Vidya Sagar Magham	Nil
6.	Ms. Vijayalakshmi Panati	Nil

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

S. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Venkata Krishna Reddy Panati	Nil
2.	Mr. Venkata Satish Veerapaneni	Nil
3.	Mr. Rajasekhar Mathuru Reddy	Nil
4.	Mr. Syed Khaleel Ahmed	Nil
5.	Mr. Eswar Chandra Vidya Sagar Magham	Nil
6.	Ms. Vijayalakshmi Panati	Nil

- (iii) The percentage increase in the median remuneration of employees in the financial year 2014-15 is: Nil
- (iv) The number of permanent employees on the rolls of Company: 10 employees
- (v) No Remuneration is being paid to the directors.
- (vi) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:

S.No	Particular	As at March 31, 2015	As at March 31, 2014
1.	Market Capitalisation	5,44,82,400	5,44,82,400
2.	Price Earnings Ratio	29.41	(130.31)

Market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company made an Initial Public Offer in the year 1995 at a price of 10/- per equity share (at par). As on 31st March, 2015 the Market Quotation for the Company's Equity Shares of 10/- each (Closing Price) is Rs.10/-.

(vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentile increase in the salaries of the employees other than the managerial personnel in the last financial year is 10% and there has been no increase in the managerial remuneration during the last financial year.

(viii) Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company.

S.No.	Name	Remuneration of Key Managerial Personnel Commission) (Incl.	Profit after Tax for the year ended 31st March, 2015	Remuneration of KMP (as % of PAT)
1.	Mr. P.V. Krishna Reddy, Managing Director	Nil	18,41,717	Nil

(ix) The key parameters for any variable component of remuneration availed by the directors:
NA

(x) The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year.
-N.A.-

(xi) The Remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the Company

(xii) The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: NIL

By order of the Board
for **Sea Gold Infrastructure Limited**
Sd/- Sd/-

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

Mr. Syed Khaleel Ahmed
Director
DIN: 05347153

Date: 14.08.2015

Place: Hyderabad

Annexure - III

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
Sea Gold Infrastructure Limited
Plot No. 23, Phase IV,
IDA Jeedimetla
Hyderabad-500055, Telangana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sea Gold Infrastructure Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (1) The Companies Act, 2013 (the "Act") and the rules made there under and other applicable provisions of the Companies Act, 1956 which are still in force;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- (4) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (5) Telangana Shops & Establishment Act, 2014;

I have also examined compliance with the applicable clauses of the following:

- i. The Listing Agreements entered into by the Company with BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the resolutions of Board were passed unanimously.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company's affairs.

For **AGR Reddy & Co.**

Company Secretaries

Sd/-

Manoj Kumar Koyalkar

M. No.: 19445

C.P. No.: 10004

Hyderabad, August 14, 2015

*This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

'ANNEXURE A'

To,
The Members
Sea Gold Infrastructure Limited
Plot No. 23, Phase IV,
IDA Jeedimetla
Hyderabad-500055, Telangana

I report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **AGR Reddy & Co.**
Company Secretaries

Sd/-

Manoj Kumar Koyalkar

M. No.: 19445

C.P. No.: 10004

Hyderabad, August 14, 2015

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

2. INDUSTRY STRUCTURES & DEVELOPMENTS

The National Infrastructure Industry is expected to kick start and accelerate, leading to more transportation of materials. This in turn should help in the demand for cost effective retreading products. We are confident that we would be able to increase our market share in the retread industry.

3. OPPORTUNITIES & THREATS

The Company has taken up its new business activities and is committed for strong and consistent growth in the year to come. Owing to the nature of the industry the Company operates in, its is exposed to variety of risk factors which are broadly categorized into financial, technical, construction, policy and political, market and legal.

4. OUTLOOK:

In order to meet the changing market realities, your Company has been following the philosophy of providing the highest quality products and services at the lowest possible prices. All endeavours are made to achieve possible cost reduction in every area of operations. Your Company's philosophy to provide high class quality products i.e. full value for money, to consumers would greatly benefit in the long run. In the otherwise increasing cost arena, every expense, whether capital or revenue is minutely reviewed to achieve all possible savings.

5. RISKS AND CONCERNS:

The Company has a robust Risk Management process in place, which is a holistic, integrated and structured approach to manage risks with the objective of maximizing shareholders' value.

The risk management process at our Company broadly consists of identification, assessment, mitigation, prioritization and monitoring of risks with the following objectives:

- Enhance confidence in achieving its desired goals and objectives;
- Effectively restrain threats to acceptable levels;
- Take informed decisions about exploiting opportunities;

6. INTERNAL CONTROL SYSTEMS

The Company has proper and adequate systems of internal controls in order to ensure that all assets are safeguarded against loss from unauthorized use of disposition and that all transactions are authorised, recorded and reported correctly. An Audit Committee headed by a non-executive independent Director is in place to review various areas of the control systems.

7. 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. Highlights for the year 2014-15 are as under:

Sales for the year 2014-2015	4,19,34,302
Provision for taxation	4,82,098
Profit after tax	18,41,717
Paid up equity share capital as on 31st March, 2015	5,44,82,400

The financial performance of the Company has been explained in the Directors' Report of the Company for the year 2014-15 appearing separately.

8. HUMAN RESOURCES:

During the year under review, the Company has undertaken extensive steps in optimizing the man power at the Plant, corporate office and Field locations. Employee/employer relations were cordial throughout the year. Measures for safety of the employees, training and development continued to receive top priorities.

9. CAUTIONARY STATEMENT:

Certain statements 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.

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31st MARCH, 2015

1. COMPANY PHILOSOPHY:

The Company's Corporate Governance philosophy aims at assisting the management of the Company in the efficient conduct of its business and in meeting its responsibilities to all the stakeholders and to provide customer satisfaction through best quality at lowest price. It is towards this end that efforts are made to maintain high standards of disclosure to the shareholders and internal compliance guidelines for better Corporate Governance.

2. SIZE AND COMPOSITION OF BOARD OF DIRECTORS:

The current policy is to have an appropriate mix of Executive and Independent Non-Executive Directors. As on date the Board comprises of six (6) members, one of whom are Executive Directors, one of whom are Non-Executive Promoter Director and four are Independent Non-Executive Directors. The Board periodically evaluates the need for change in the composition and size. The Directors of the Company are not related inter se.

Category	No. of directors
Non-Executive & Independent Directors including the Chairman	4
Other Non-Executive Directors	1
Executive Directors	1
Total	6

The Chairman of the Board is an Executive Whole-Time Director.

As required under Section 149(1) of the Companies Act, 2013 and Clause 49(ii) of Listing Agreement, Mrs. Vijayalakshmi Panati, a lady Director, has been appointed as a Director on the Board.

OTHER RELEVANT DETAILS OF DIRECTORS:

Name of Director	Date of Appointment	Category	Designation	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position		Whether Last AGM Attended
					Member	Chairman	
Mr. Venkata Krishna Reddy Panati	10.07.2012	Executive	Managing Director	8	Nil	Nil	Yes
Mr. Venkata Satish Veerapaneni	14.08.2012	Independent and Non-Executive	Director	Nil	Nil	Nil	Yes
Mr. Rajasekhar Mathuru Reddy	14.08.2012	Non-Executive	Director	Nil	Nil	Nil	Yes
Mr. Syed Khaleel Ahmed	14.08.2012	Independent and Non-Executive	Director	2	Nil	Nil	Yes
Mr. Eswar Chandra Vidya Sagar Magham	03.07.2014	Independent Non-Executive	Director	1	Nil	Nil	Yes
Mrs. Vijayalakshmi Panati	30.03.20015	Non-Executive	Director	4	Nil	Nil	No

BOARD MEETINGS HELD DURING THE YEAR:

The Meetings of the Board are generally held at the Registered Office of the Company. During the year under review 6 (six) Meetings were held. The Board meets at least once every quarter inter alia to review the quarterly results. Additional Meetings are held when necessary and the Minutes of the proceedings of the Meetings of the Board of Directors are noted and draft minutes are circulated amongst the Members of the Board for their perusal.

Dates on which the Board Meeting were held
29th May, 2014
3rd July, 2014
28th July, 2014
14th November, 2014
14th February, 2015
30th March, 2015

The Attendance of Directors at these Board Meetings is as under:

Name of Directors	No. of meetings held during the tenure of the Director	No. of meetings attended by the Director	Whether present at the previous AGM
Mr. Venkata Krishna Reddy Panati	6	6	Yes
Mr. Venkata Satish Veerapaneni	6	6	Yes
Mr. Rajasekhar Mathuru Reddy	6	6	Yes
Mr. Syed Khaleel Ahmed	6	6	Yes
Mr. Eswar Chandra Vidya Sagar Magham	6	1	Yes
Mr. Vijayalakshmi Panati	6	1	No

3. COMMITTEES OF THE BOARD :

The Board currently has 4 Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee, and 4) Risk Management Committee. The terms of reference of the Board Committees are determined by the Board from time to time. The Board is responsible for constituting, assigning and co-opting the members of the Committees. The meetings of each Board Committee are convened by the respective Committee Chairman. The role and composition of these Committees, including the number of meetings held during the financial year and related attendance is provided below.

(A) AUDIT COMMITTEE

The Audit Committee comprises of 3 Non-Executive Independent Directors and is chaired by Mr. Veerapaneni Venkata Satish. Statutory Auditors are permanent invitees to the meeting. Any other person/executive, whenever necessary, is also required to attend the meetings. During the year, the sub-committee met on four occasions.

The following are the members of the Audit Committee:

S. No.	Name of the Director	Designation	Category
1.	Mr. Veerapaneni Venkata Satish	Chairman	Independent, Non-Executive
2.	Mr. Syed Khaleel Ahmed	Member	Independent, Non-Executive
3.	Mr. Eswar Chandra Vidya Sagar Magham	Member	Independent, Non-Executive

The Committee met four (4) times during the year 2014-15 on 29.05.2014, 28.07.2014, 14.11.2014 and 14.02.2015. The attendance details of the members of the Committee are given below:

Name of the Director	No. of Meetings attended by the Director
Mr. Veerapaneni Venkata Satish	4
Mr. Syed Khaleel Ahmed	3
Mr. Eswar Chandra Vidya Sagar Magham	3

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

FINANCIAL REPORTING AND RELATED PROCESSES

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (GAAP).
- Review the investments made by the Company.

All the Members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

(B) NOMINATION AND REMUNERATION COMMITTEE

The Committee was constituted to review the remuneration package of Managing Director/ Executive Directors and to recommend suitable revision in the same, if any to the Board of Directors. During the financial year 2014-15, no committee meeting was held as there was no review of Remuneration of working Directors.

The following is the constitution of the remuneration committee as on 31.03.2015:

S. No	Name of the Director
1.	Mr. Veerapaneni Venkata Satish
2.	Mr. Syed Khaleel Ahmed
3.	Mr. Eswar Chandra Vidya Sagar Magham

REMUNERATION OF DIRECTORS:

No remuneration is being paid to any of the Directors of the Company.

The Non-Executive Director does not draw any remuneration from the Company except sitting fees for each meeting of the Board attended by them.

Name of the Director	Salary	Perks & other Benefits	Performance Bonus/ Commission	Sitting Fee	Total
Mr. Venkata Krishna Reddy Panati	NIL	NIL	NIL	NIL	NIL
Mr. Venkata Satish Veerapaneni	NIL	NIL	NIL	NIL	NIL
Mr. Syed Khaleel Ahmed	NIL	NIL	NIL	NIL	NIL
Mr. Rajasekhar Reddy Mathuru	NIL	NIL	NIL	NIL	NIL
Mr. Eswar Chandra Vidya Sagar Magham	NIL	NIL	NIL	NIL	NIL
Mrs. Vijayalakshmi Panati	NIL	NIL	NIL	NIL	NIL

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

(C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The following is the constitution of the Stakeholders' Relationship Committee as on 31.03.2015:

S. No	Name of the Director
1.	Mr. Veerapaneni Venkata Satish
2.	Mr. Syed Khaleel Ahmed
3.	Mr. Eswar Chandra Vidya Sagar Magham

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;

- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

During the year, 0 (zero) complaints were received from shareholders, out of which 0 (zero) complaints have been attended/resolved. As on March 31, 2015, no investor grievance has remained unattended/ pending for more than thirty days. The Company had no share transfers pending as on March 31, 2015.

(D) RISK MANAGEMENT COMMITTEE

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

The following is the constitution of the Risk Management Committee as on 31/03/2015:

S. No	Name of the Director
1.	Mr. Veerapaneni Venkata Satish
2.	Mr. Syed Khaleel Ahmed
3.	Mr. Eswar Chandra Vidya Sagar Magham

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on Monday the 10th November, 2014 inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committee and Risk Management Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

4. DISCLOSURES:

(a) MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

There was no materially significant transaction with related parties entered into by the Company with its promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large. The Register of Contracts contained the transactions in which Directors are interested is placed at the Board Meetings. Disclosures on transactions with related parties as required under Accounting Standards have been incorporated in the notes to the Accounts.

- (b) Details of non compliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

(c) PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

Non-executive Directors do not have any 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.

COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant the relevant provision of the Companies Act, 2013 read with applicable Accounting Standards, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes have a strong monitoring and reporting process resulting in financial discipline and accountability.

MD/ CEO / CFO CERTIFICATION

The MD issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.seagoldaqua.com

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a whistle blower mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it and also for appointment of an Ombudsperson who will deal with the complaints received.

The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code along with the management of the Company.

All Board Directors and the designated employees have confirmed compliance with the Code.

NAME, DESIGNATION AND ADDRESS OF THE COMPLIANCE OFFICER

Sri Veerapaneni Venkata Satish
 Director/ Compliance officer
 H.No.8-3-825/5/4/3/1,
 Subhash Nagar, Yellareddy Guda,
 Hyderabad - 500073, Telangana, India

5. MEANS OF COMMUNICATION

Quarterly Results	The quarterly results of the Company are generally published in a leading English Newspaper & in a local language Newspaper.
Newspapers in which Published	Business Standard (English) and Praja Shakti (Telugu)
Website where the results and other official news releases are displayed	www.seagoldaqua.com

6. COMPLIANCE WITH CORPORATE GOVERNANCE NORMS

i. Mandatory Requirements

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated in Clause 49 of the Listing Agreement with the Stock Exchange

ii. Other Non- Mandatory Requirements

At present, non-mandatory requirements have not been adopted by the Company.

7. GENERAL SHAREHOLDER INFORMATION

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchange.

Name & Address of the	Stock Code/ Scrip Code Stock Exchanges	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	530361	INE428P01013

Share Price on BSE vis-à-vis BSE Sensex April, 2014 – March, 2015

Month	BSE Sensex Close	Share Price			No. of shares traded during the month	Turnover (Rs.)
		High	Low	Close		
April, 2014	NIL	NIL	NIL	NIL	NIL	NIL
May, 2014	NIL	NIL	NIL	NIL	NIL	NIL
June, 2014	NIL	NIL	NIL	NIL	NIL	NIL
July, 2014	NIL	NIL	NIL	NIL	NIL	NIL
Aug, 2014	NIL	NIL	NIL	NIL	NIL	NIL
Sept, 2014	NIL	NIL	NIL	NIL	NIL	NIL
Oct, 2014	NIL	NIL	NIL	NIL	NIL	NIL
Nov, 2014	NIL	NIL	NIL	NIL	NIL	NIL
Dec, 2014	NIL	NIL	NIL	NIL	NIL	NIL
Jan, 2015	NIL	NIL	NIL	NIL	NIL	NIL
Feb, 2015	NIL	NIL	NIL	NIL	NIL	NIL
March, 2015	NIL	NIL	NIL	NIL	NIL	NIL

Share Transfer System / Dividend and Other Related Matters

Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Compliance Officer at the Registered Office with a copy of the earlier correspondence.

Sl. No.	Nature of Queries/ Compliant	Pending as on April 1, 2014	Received during the year	Redressed during the year	Pending as on March 31, 2015
1	Transfer/Transmission of Duplicate Share Certificate	Nil	Nil	Nil	Nil
2	Non-receipt of Dividend	Nil	Nil	Nil	Nil
3	Dematerialisation / Rematerialisation of Shares	Nil	3382510	3382510	Nil
4	Complaints received from:				
	SEBI	Nil	Nil	Nil	Nil
	Stock Exchanges/NSDL/CDSL	Nil	Nil	Nil	Nil
	ROC/MCA/Others	Nil	Nil	Nil	Nil
	Advocates	Nil	Nil	Nil	Nil
	Consumer Forum/Court Case	Nil	Nil	Nil	Nil
5	Others	Nil	Nil	Nil	Nil
	Grand Total		3382510	3382510	

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Dematerialisation of Shares and Liquidity

In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip less trading, the Company has enlisted its shares with NSDL and CDSL.

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	855400	15.70
Demat Segment		
NSDL	Nil	Nil
CDSL	4592840	84.30
Total	5448240	100.00

Distribution of Shareholding as on March 31, 2015

No. of shares slab	No. of shareholders	Percentage Held	No. of Shares	Percentage Held
0 - 500	943	94.49	83270	1.53
501 - 1000	6	0.6	5400	0.1
1001 - 2000	9	0.9	14990	0.28
2001 - 3000	4	0.4	10920	0.2
3001 - 4000	4	0.4	12760	0.23
4001 - 5000	2	0.2	9500	0.17
5001 - 10000	8	0.8	73590	1.35
10001 - 5448240	22	2.2	5237810	96.14
Total	998	100.00	5448240	100.00

Shareholding Pattern as on March 31, 2015

Particulars	No. of shares held	Percentage to Total issued Shares
Promoters	3897410	71.54
Bank	NIL	---
Financial Institutions	50000	0.92
Insurance Companies	NIL	---
Mutual Funds/UTI	7410	0.13
Central & State Governments	--	---
Foreign Institutional Investors	--	---
NRIs/Foreign Nationals	46230	0.85
Directors	NIL	---
Body Corporates	587310	10.78
Public and Others	859880	15.78
Total	5448240	100.00

Statement showing Shareholding of more than 1% of the Capital as on March 31, 2015

Sl.No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	Bhagirath Power Projects Private Limited	175000	3.21
2.	G S Energies Private Limited	305000	5.60
3.	Sri Harsha Consulting Engineers Private Limited	70000	1.28
4.	Gundlapally Prasad	142000	2.61
5.	G. Prakash	80000	1.47
6.	Varun Kottam	95000	1.74
7.	Musunuri Ayyappa	97000	1.78
8.	Sudarshan Reddy Velagala	120000	2.20
9.	Rajendra Varma Chekuri	100000	1.84
10.	Pavan Kumar N V S K D	66000	1.21
	Total	1250000	22.94

Outstanding GDRs/ADRs/Warrant or any convertible instruments, conversion date and likely impact on Equity : The Company has neither issued any of these instruments during the year nor any such outstanding instrument is pending for conversion.

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
20th	2014	H.No: Plot No 23 Phase IV, IDA, Jeedimetla, Hyderabad-500033	30.09.2014	3.00 P.M.	Nil
19th	2013	H.No: Plot No 23 Phase IV, IDA, Jeedimetla, Hyderabad – 500033	30.09.2013	3.00 P.M.	Nil
18th	2012	H.No: Plot No 23 Phase IV, IDA, Jeedimetla, Hyderabad – 500033	29.09.2012	11.00 A.M	Nil

Extraordinary General Meeting (EGM)

The Company held no EGM during the year 2014-2015.

During the year under review, no resolution has been passed through the exercise of postal ballot.

- Meetings for approval of quarterly and annual financial results were held on the following dates:

Quarter	Date of Board Meeting
1st Quarter	29.05.2014
2nd Quarter	28.07.2014
3rd Quarter	14.11.2014
4th Quarter	14.02.2015

Remote e-voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-voting Services provided by Central Depository Services Limited (CDSL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to Remote e-voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

FINANCIAL CALENDAR (Tentative) 2015-16:

AGM – Date, time and venue	30th September, 2015 at 11.00 A.M. at the Registered office of the Company situated at Plot No.23, Phase IV, IDA Jeedimetla, Hyderabad–500055.
Financial Calendar (Tentative) 2015-16	
1st Quarter	30.06.2015 - by 2nd week of August, 2015
2nd Quarter	30.09.2015 - by 2nd week of November, 2015
3rd Quarter	30.12.2015 - by 2nd week of February, 2016
4th Quarter	31.03.2016 - by 4th week of May, 2016
Book Closure Date	26.09.2015 to 30.09.2015 (both days inclusive)
Listing of Eq. shares on stock exchanges	Bombay Stock Exchange Ltd
Stock Code	530361
Registrar & Transfer Agents	M/s. Venture Capital and Corporate Investments Private Limited, #12-10-167, Bharat Nagar, Hyderabad-18, Telangana. Phone No.: 040- 040 – 23818475 Fax No.: 040 - 23868024 Email: info@vccilindia.com
Posting of Annual Reports	05.09.2015
Last date for receipt of Proxy Forms	28.09.2015 before 10.30 A.M.

ADDRESS FOR CORRESPONDENCE

S.No	Shareholders Correspondence for	Addressed to
1.	Transfer/Dematerialization/Consolidation/Split of Shares, Issue of Duplicate Share Certificate, Change of Address of members and beneficial owners and any other query relating to the shares of the Company	M/s. Venture Capital and Corporate Investments Private Limited, #12-10-167, Bharat Nagar, Hyderabad-18, Telangana. Email: info@vccilindia.com
2.	Investor Correspondence/ Query on Annual Report	Sri. Veerapaneni Venkata Satish Director/ Compliance officer Sea Gold Infrastructure Limited Plot No.23, Phase IV, IDA Jeedimetla, Hyderabad – 500 055 Phone: 040-23544558/23235659 Email: seagoldacqa@gmail.com

Depository Services:

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

Central Depository Services (India) Ltd
Phiroze Jeejeebhoy Towers, 17th Floor,
Dalal Street, Mumbai - 400023
Tel : 091-022-22723333, Fax : 091-022-22723199
Email: investors@cdslindia.com

Date : 14.08.2015
Place : Hyderabad

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

CERTIFICATE OF COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

To
The Shareholders

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics adopted by the Company and have submitted declaration in this behalf for the year ended March 31, 2015.

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

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

Date: 14.08.2015
Place: Hyderabad

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
The Members
Sea Gold Infrastructure Limited

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the Financial Year ended March 31, 2015.

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

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

Date : 14.08.2015
Place : Hyderabad

**CERTIFICATION BY CEO/CFO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT
WITH THE STOCK EXCHANGE**

The Board of Directors,

Sea Gold Infrastructure Limited

We have reviewed the financial statements and the cash flow statement of Sea Gold Infrastructure Limited for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, 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.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and 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 we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) 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 over financial reporting.

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

Mr. Syed Khaleel Ahmed
Director
DIN: 05347153

Place: Hyderabad

Date: 14.08.2015

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

We have examined the compliance of conditions of Corporate Governance by Sea Gold Infrastructure Limited for the financial years ended March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Vijendra. G
Partner
(Firm Regn. No. 010074S)
Membership No. 220735

Date: 14.08.2015
Place: Hyderabad

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31st, 2015
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L70200TG1993PLC016389
2.	Registration Date	05.10.1993
3.	Name of the Company	SEA GOLD INFRASTRUCTURE LIMITED
4.	Category/Sub-category of the Company	Company Limited by shares / Indian Non-Government Company
5.	Address of the Registered office & contact details	Plot No.23, Phase IV, IDA Jeedimetla, Hyderabad – 500 055, Telangana, India. Phone No. 040-23544558, Fax No. 040-23544558
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Venture Capital and Corporate Investments Private Limited, H.No.12-10-167, Bharat Nagar, Hyderabad – 500 018 Tel : 040 – 23818475, Fax : 040 - 23868024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SL No	Name & Description of main products/services	NIC code of the product/service	% to total turnover of the Company
1	Infrastructure Activities	45201 & 45202	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SI No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NIL	NIL	NIL	NIL	

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]			No. of Shares held at the end of the year [As on 31-March-2015]			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian							
a) Individual/ HUF	1195000	97410	1292410	1272410	20000	1292410	23.72
b) Central Govt	---	---	---	---	---	---	---
c) State Govt(s)	---	---	---	---	---	---	---
d) Bodies Corp.	---	2605000	2605000	2605000	---	2605000	47.81
e) Banks / FI	---	---	---	---	---	---	---
f) Any other	---	---	---	---	---	---	---
Sub-total (A) (1)	1195000	2702410	3897410	3877410	20000	3897410	71.53
(2) Foreign							
a) NRIs – Individual	---	---	---	---	---	---	---
b) Other Individual	---	---	---	---	---	---	---
c) Bodies Corp	---	---	---	---	---	---	---
d) Banks / FI	---	---	---	---	---	---	---
e) Any Other	---	---	---	---	---	---	---
Sub-total (A) (2)	---	---	---	---	---	---	---
Total shareholding of Promoter (A)= (A) (1) + (A) (2)	1195000	2702410	3897410	3877410	---	3897410	71.53
B. Public Shareholding							
1. Institutions							
a) Mutual Funds	---	7410	7410	---	7410	7410	0.14
b) Banks / FI	---	50000	50000	---	50000	50000	0.92
c) Central Govt	---	---	---	---	---	---	---
d) State Govt(s)	---	---	---	---	---	---	---

e) Venture Capital Funds	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
f) Insurance Companies	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
g) FIs	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
i) Others (specify)	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
Sub-total (B)(1):-	57410	57410	57410	57410	57410	57410	57410	1.06	610	132450	133060	133060	133060	57410	57410	57410	57410	1.06	---	
2. Non-Institutions																				
a) Bodies Corp.																				
i) Indian	---	587310	587310	587310	587310	587310	587310	10.78	---	---	---	---	---	---	---	---	---	---	---	
ii) Overseas	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
b) Individuals																				
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	510	132500	133010	133010	133010	133010	133010	2.44	610	132450	133060	133060	133060	57410	57410	57410	57410	2.44	---	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	14820	712050	726870	726870	726870	726870	726870	13.34	714820	12050	726870	726870	726870	12050	12050	12050	12050	13.34	---	
c) Qualified Foreign Investor-Corporate	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
d) Clearing Member	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
e) Trust	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
f) NRI's	---	46230	46230	46230	46230	46230	46230	0.85	---	---	---	---	---	---	---	---	---	---	---	
g) Foreign Bodies Corp	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
h) Foreign Nation	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
i) FPI- Individual	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
j) FPI- Corporate	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
Sub-total (B)(2):-	15330	1478090	1493420	1493420	1493420	1493420	1493420	27.41	715430	777990	1493420	1493420	1493420	777990	777990	1493420	1493420	27.41	---	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	15330	1535500	1550830	1550830	1550830	1550830	1550830	28.46	715430	835400	1550830	1550830	1550830	835400	835400	1550830	1550830	28.47	---	
C. Shares held by Custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---
Grand Total (A+B+C)	1210330	4237910	5448240	5448240	5448240	5448240	5448240	100.00	4592840	855400	5448240	5448240	5448240	855400	855400	5448240	5448240	100.00	---	

ii) Shareholding of promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of the total shares of the company	% of shares pledged/ encumbered to total shares	No. of shares	% of the total shares of the company	% of shares pledged/ encumbered to total shares	
1	P.Sanath Kumar	20000	0.37	0.00	20000	0.37	0.00	---
2	P V K Engineers Private Limited	2600000	47.72	0.00	2600000	47.72	0.00	---
3	P V K and P R K Technologies Private Limited	2500	0.05	0.00	2500	0.05	0.00	---
4	Anantha Power Projects Private Limited	2500	0.05	0.00	2500	0.05	0.00	---
5	J T V Satyanarayana Rao	37400	0.69	0.00	37400	0.69	0.00	---
6	Harshavardhan Pedakala	40010	0.73	0.00	40010	0.73	0.00	---
7	Radha Krishna Reddy Panati	573000	10.52	0.00	573000	10.52	0.00	---
8	Venkata Krishna Reddy Panati	517000	9.49	0.00	517000	9.49	0.00	---
9	Mathuru Rajasekhar Reddy	105000	1.93	0.00	105000	1.93	0.00	---
	Total	3897410	71.54	0.00	3897410	71.54	0.00	---

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding in the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		-- NO CHANGE --		
	At the end of the year				

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 shareholders	Shareholding in the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	PVK ENGINEERS PRIVATE LIMITED				
	At the beginning of the year	2600000	47.72	2600000	47.72
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	2600000	47.72	2600000	47.72
2.	RADHAKRISHNA REDDY PANATI				
	At the beginning of the year	573000	10.52	573000	10.52
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	573000	10.52	573000	10.52
3.	VENKATAKRISHNA REDDY PANATI				
	At the beginning of the year	517000	9.49	517000	9.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	517000	9.49	517000	9.49

4.	GS ENERGIES PRIVATE LIMITED				
	At the beginning of the year	305000	5.60	305000	5.60
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	305000	5.60	305000	5.60
5.	BHAGIRATH POWER PROJECTS PRIVATE LIMITED				
	At the beginning of the year	175000	3.21	175000	3.21
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	175000	3.21	175000	3.21
6.	GUNDLAPALLY PRASAD				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	142000	2.61	142000	2.61
7.	SUDARSHAN REDDY VELAGALA				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	120000	2.20	120000	2.20
8.	MATHURU RAJASEKHAR REDDY				
	At the beginning of the year	105000	1.93	105000	1.93
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	105000	1.93	105000	1.93
9.	RAJENDRA VARMA CHEKURI				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL

	At the end of the year (or on the date of separation, if separated during the year)	100000	1.84	100000	1.84
10.	MUSUNURI AYYAPPA				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	97000	1.78	97000	1.78

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding in the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Venkata Krishna Reddy Panati				
	At the beginning of the year	517000	9.49	517000	9.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	517000	9.49	517000	9.49
2.	Mathuru Rajasekhar Reddy				
	At the beginning of the year	105000	1.93	105000	1.93
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	105000	1.93	105000	1.93
3.	Venkata Satish Veerapaneni				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
4.	Syed Khaleel Ahmed				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

5.	Eswar Chandra Vidya Sagar Magham				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
6.	Vijayalakshmi Panati				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year				

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
		Venkata Krishna Reddy Panati Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

B. Remuneration to other Directors

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Venkata Satish Veerapaneni	Syed Khaleel Ahmed	Eswar Chandra Vidya Sagar Magham	
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	Mathuru Rajasekhar Reddy	Vijayalakshmi Panati		
	Fee for attending board committee meetings	NIL	NIL		
	Commission	NIL	NIL		
	Others, please specify	NIL	NIL		
	Total (2)	NIL	NIL		
	Total (B)=(1+2)	NIL	NIL		
	Total Managerial Remuneration	NIL	NIL		
	Overall Ceiling as per the Act	Rs. 1,00,000 per meeting	Rs. 1,00,000 per meeting	Rs. 1,00,000 per meeting	Rs. 1,00,000 per meeting

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/compounding fees imposed	Authority[RD/ NCLT/Court]	Appeal made, if any (give details)
A. Company					
Penalty Punishment Compounding			NOT APPLICABLE		
B. Directors					
Penalty Punishment Compounding			NOT APPLICABLE		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding			NOT APPLICABLE		

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

Venkata Krishna Reddy Panati
Managing Director
DIN: 00308975

Syed Khaleel Ahmed
Director
DIN: 05347153

Date : 14.08.2015
Place : Hyderabad

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 Sea Gold Infrastructure Limited (Formerly Known as Sea Gold Aqua Farms Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, 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 on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2015;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and 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 it 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 aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as of March 31, 2015;
 - ii) The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term Contracts;
 - iii) There has been no delay in transferring amounts, required, to the investors Education and Protection Fund by the Company.

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

Place: Hyderabad
Date: 29.05.2015

ANNEXURE TO AUDITORS' REPORT

- I. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- II. In respect of its inventories:
 - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of 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. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- III. The Company does not grant any loans whether secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
 - a) The principal amounts are repayable over varying periods upto five years, while the interest is payable annually, both at the discretion of the Company is not applicable for the company.
 - b) In respect of the said loans and interest thereon, there are no overdue amounts.
- IV. In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- V. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
- VI. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for its activities.
- VII. In respect of statutory dues:
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in

respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.

- b) The company does not have any disputed dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess.
- c) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

VIII. The Company had accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit, but cash losses incurred in the immediately preceding financial year not more than 50% of net worth of the company.

IX. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.

X. The Company has not given guarantees for loans taken by others from banks and financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.

XI. The Company has not raised new term loans during the year and there are no outstanding term loans.

XII. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

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

Vijendra G
Partner, M.No.220735

Place: Hyderabad

Date: 29.05.2015

SIGNIFICANT ACCOUNTING POLICIES:

1. Background

The Sea Gold Infrastructure 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:

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, service, service tax, excise duty and adjusted for discounts(net).

Interest on Advances is recognized on the basis of time proportion basis taking into account the amount outstanding and the interest rate applicable. During the year the interest receivable is Rs 1,05,944/- (One Lakh Five Thousand Nine Hundred Forty Four only).

5. Managerial remuneration (included under salaries costs)

Particulars	(Amount in Rs.) 2014-15	(Amount in Rs.) 2013-14
Salary, perquisites and other payments	Nil	Nil

6. Income Taxes:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and law that have been enacted or substantively enacted by the Balance Sheet dat.

7. 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	2014-15	2013-14
01	Earnings After Tax	18,41,717	(4,11,180)
02	Number of Shares Outstanding	54,48,240	54,48,240
03	Nominal Value Per Share	10	10
04	Earnings Per Share (EPS)	0.34	(0.08)

8. Auditor's remuneration:

Particulars	FY 2014-15	FY 2013-14
Statutory Audit Fees	40,000	40,000
Total	40,000	40,000

9. 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
P Venkata Krishna Reddy	Managing Director
PVK Engineers Private Limited	Associate Company
Eswar Chandra Vidya Sagar Magham	Director
Venkata Satish Veerapaneni	Director
Rajasekhar Reddy Mathuru	Director
Syed Kaleel Ahmed	Director
P Vijayalakshmi	Director

Transactions with related parties during the year

Particulars	PVK Engineers Pvt Ltd (Holding Co.)	Total
Short-term Advances		
Current Year	2,40,00,000	2,40,00,000
Previous Year	2,40,00,000	2,40,00,000

Year End Balances – Related Parties

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

9. Provisions, Contingent Liabilities and Contingent Assets:

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

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

As per our report of even date

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

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

Vijendra G
Partner
Mem No. 220735

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

Syed Khaleel Ahmed
Director
DIN No. 05347153

Place: Hyderabad

Date : 29.05.2015

Sea Gold Infrastructure Limited
Balance Sheet as at 31st March, 2015

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1.1	54,482,400.00	54,482,400.00
(b) Reserves and Surplus	1.2	(3,543,832.00)	(5,385,549.00)
(c) Money received against share warrants		-	-
(2) Share Application Money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	1.3	-	-
(b) Long Term Provisions		-	-
(c) Deferred Tax Liability (Net)	1.4	10,966.00	
(4) Current Liabilities			
(a) Short-term Borrowings	1.5	-	-
(b) Trade Payables	1.6	1,793,275.00	-
(c) Other current liabilities	1.7	10,386,618.00	-
(c) Short Term Provisions	1.8	778,480.00	113,939.00
TOTAL		63,907,907.00	49,210,790.00
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible Assets	1.9	237,775.00	-
(ii) Intangible Assets		-	-
(iii) Capital Work-in-progress		25,000,000.00	25,000,000.00
(iv) Intangible Assets under development		-	-
(b) Non-current Investments	1.10	-	-
(c) Deferred Tax Assets (net)		-	-
(d) Long Term Loans and Advances		-	-
(e) Other Non-current Assets		-	-
(2) Current assets			
(a) Current Investments		-	-
(b) Inventories		3,667,150.00	-
(c) Trade Receivables	1.11	4,382,979.00	-
(d) Cash and Cash Equivalents	1.12	1,620,471.00	6,170,569.00
(e) Short Term Loans and Advances	1.13	14,072,000.00	17,000,000.00
(f) Other Current Assets	1.14	14,927,532.00	1,040,221.00
TOTAL		63,907,907.00	49,210,790.00

Significant Accounting Policies and Notes to Accounts

2

for **M/s. 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/-

Vijendra G

P.V.Krishna Reddy

Syed Khaleel Ahmed

Partner

Managing Director

Director

Mem No. 220735

DIN No. 00308975

DIN No. 05347153

Place : Hyderabad

Date : 29.05.2015

Sea Gold Infrastructure Limited
Statement of Profit and Loss for the period ended 31st March, 2015

Particulars	Note No.	Figures as at 31.03.15	Figures as at 31.03.14
I. Revenue from operations	1.15	41,934,302.00	-
II. Other Income - Income		105,944.00	860,056.00
III. Total Revenue (I +II)		42,040,246.00	860,056.00
IV. Expenses:			
Changes In Inventory/WIP	1.16	(3,667,150.00)	-
Operational Costs	1.17	38,166,465.00	-
Administrative Expenses	1.18	2,406,243.00	1,119,189.00
Employee Benefit Expenses	1.19	1,966,385.00	158,977.00
Financial Charges	1.20	829,457.00	-
Depreciation and Amortization Expenses	1.21	15,031.00	-
Total Expenses		39,716,431.00	1,278,166.00
V. Profit before exceptional and extraordinary items and tax (III-IV)		2,323,815.00	(418,110.00)
VI. Prior Period Expenses		-	-
VII. Profit before extraordinary items and tax	(V-VI)	2,323,815.00	(418,110.00)
VIII. Extraordinary Items		-	-
IX. Profit before tax	(VII-VIII)	2,323,815.00	(418,110.00)
X. Tax expense:			
(1) Current tax		471,132.00	-
(2) Deferred tax		10,966.00	-
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	1,841,717.00	(418,110.00)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII-XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		1,841,717.00	(418,110.00)
XVI. Earning per equity share:			
(1) Basic		0.34	(0.08)
(2) Diluted		0.34	(0.08)

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

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

Sd/-
Vijendra G
Partner
Mem No. 220735

Place : Hyderabad
Date : 29.05.2015

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

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

Sd/-
Syed Khaleel Ahmed
Director
DIN No. 05347153

Sea Gold Infrastructure Limited
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2015

Particulars	Year Ending 31st March, 2015 INR	Year Ending 31st March, 2014 INR
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/Loss after taxation and extraordinary items	1,841,717	(418,110)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Adjustment for:		
Depreciation/Amortisation	15,031	-
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 capital changes	1,856,748	(418,110)
Adjustment for Working Capital:		
Increase/ (Decrease) in trade payables	1,793,275	-
Increase/ (decrease) in other current liabilities	10,397,584	57,791
(Increase) in long-term / short-term provisions	664,541	-
Decrease / (increase) in inventories	(3,667,150)	-
Decrease / (increase) in trade receivables	(4,382,979)	-
Decrease/(increase) in long-term/short-term loans and advances	2,928,000	-
Decrease / (increase) in other current / non-current assets	(13,887,311)	(860,056)
Cash generated from/(used) in Operating activity	(4,297,292)	(1,220,375)
Direct Taxes Paid (net of refunds if any)	-	-
Net Cash Flow from Operating activity (A)	(4,297,292)	(1,220,375)
B. CASH FLOW FROM INVESTING ACTIVITY		
Purchase of fixed assets, including CWIP and capital advances	(252,806)	-
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)	(252,806)	-
C. CASH FLOW FROM FINANCING ACTIVITY		
Proceeds from Issue of Shares	-	-
Proceeds from long-term borrowings	-	-
issues of short-term advances	-	7,000,000
Interest paid	-	-
Dividend paid on equity shares	-	-
Tax on equity dividend paid	-	-
Net Cash From Financing activity (C)	-	7,000,000
Net Increase/(Decrease) in Cash & Cash Equivalents (A)+(B)+(C)	(4,550,098)	5,779,625
Reconciliation		
Cash and Cash Equivalents as at the beginning of the period	6,170,569	390,944
Cash and Cash Equivalents as at the Close of the period	1,620,471	6,170,569
Net Increase / (Decrease) in Cash & Cash Equivalents	(4,550,098)	5,779,625

Notes : 1. 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."

2. Cash & Cash Equivalents comprise Cash at Bank

In terms of our report of even date.

For M/s G C Reddy & Associates

Chartered Accountants

Firm Regn. No.010074S

Vijendra G

Partner

Mem No. 220735

Place: Hyderabad

Date : 29.05.2015

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

P.V.Krishna Reddy
Managing Director

Syed Khaleel Ahmed
Director

Sea Gold Infrastructure Limited

1. NOTES TO ACCOUNTS

Particulars	Figures as at 31.03.15	Figures as at 31.03.14
NOTE 1.1 : SHARE CAPITAL		
Authorised Capital		
5500000 (PY5500000) Equity shares of Rs.10 each	55,000,000.00	55,000,000.00
Issued , Subscribed and Fully Paid up Capital		
5448240 (PY5448240) Equity shares of Rs.10 each	54,482,400.00	54,482,400.00
List of Share Holders holding more than 5% of equity shares		
As at 31st March, 2015		
As at 31st March, 2014		
Name of the Shareholder	No of Shares	% 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
Sailaja Bhimavarapu	442,000	8.11
TOTAL	54,482,400.00	54,482,400.00
NOTE 1.2 : RESERVES & SURPLUS		
A) Profit and Loss Account		
- Opening Balance	(5385549.00)	(4,967,439.00)
- Transferred from P&L Account	1,841,717.00	(418,110.00)
- Closing Balance	(3,543,832.00)	(5,385,549.00)
TOTAL	(3,543,832.00)	(5,385,549.00)
NOTE 1.3 : LONG TERM BORROWINGS		
Secured Term Loans from Banks:		
Loan No Loan Term Nature of Security Interest rate No of Inst Due		
	-	-
Un Secured Loans From Promoters		
TOTAL		
NOTE 1.5 : SHORT TERM BORROWINGS		
TOTAL	-	-
NOTE 1.6 : TRADE PAYABLES		
Trade Payables	1,793,275.00	-
Outstanding Expences	-	-
TOTAL	1,793,275.00	
NOTE 1.7 : OTHER CURRENT LIABILITIES		
Secured Term Loans from Banks:		
Loan No Loan Term Nature of Security Interest rate No of Inst Due		
Un secured loans	499,000.00	-
Advances from contractors	9,887,618.00	-
TOTAL	10,386,618.00	-

NOTE 1.8 : SHORT TERM PROVISIONS		
Provision for Income Tax	471,132.00	-
TDS on Contractors	-	1,937.00
TDS on Professionals	23,408.00	29,464.00
Salaries Payable	150,000.00	20,795.00
Audit Fees Payable	77,888.00	36,944.00
Others Payables	-	24,799.00
Rent Payble	53,600.00	-
Telephone charges Payble	2,452.00	-
TOTAL	778,480.00	113,939.00
NOTE 1.10 : Non-Current Investments		
	-	-
TOTAL	-	-
NOTE 1.11 : TRADE RECEIVABLES		
Debts Outstanding For a Period Exceeding 6 Months		-
Other Debts	4,382,979.00	
TOTAL	4,382,979.00	
NOTE 1.12 : CASH AND CASH EQUIVALENTS		
Cash in Hand	1,151,671.00	5,000.00
Cash at Bank	468,800.00	6,165,569.00
TOTAL	1,620,471.00	6,170,569.00
NOTE 1.13 : SHORT TERM - LOANS AND ADVANCES		
Rent Advance		72,000.00
Other Advances (Unsecured Considered goods)	14,000,000.00	17,000,000.00
TOTAL	14,072,000.00	17,000,000.00
NOTE 1.14 : OTHER CURRENT ASSETS		
Accrued Interest on Advances	1,031,548.00	936,198.00
IT Refund	104,023.00	104,023.00
TDS Receivables	849,280.00	-
Deposits	21,000.00	-
ESD, FSD, Retention Money etc.,	12,869,475.00	-
Vat Input	52,206.00	-
TOTAL	14,927,532.00	1,040,221.00
NOTE 1.15 : REVENUE FROM OPERATIONS		
Gross Receipts	41,934,302.00	-
Other income	105,944.00	860,056.00
TOTAL	42,040,246.00	860,056.00
NOTE 1.16 : Changes In Inventory/WIP		
I. Opening Stock/WIP	-	-
III. Less: Closing Stock/WIP	3,667,150.00	-
TOTAL	(3,667,150.00)	-

NOTE 1.17 : OPERATIONAL COSTS		
-		
Contract Expenses	33,618,941.00	-
Deptmental Recoveries	4,547,524.00	-
TOTAL	38,166,465.00	-
NOTE 1.18 : ADMINISTRATIVE EXPENSES		
Office Rent	165,460.00	-
Advertisement Expenses	119,500.00	62,900.00
Electricity Charges	153,448.00	-
Rates & Taxes	13,623.00	688,094.00
Audit Fees	44,944.00	44,944.00
Consultancy Charges	351,790.00	165,904.00
Printing And Stationery	58,807.00	33,500.00
ROC Charges	25,200.00	31,899.00
Paper Publication Expenses	119,500.00	-
Telephone and Other Communication expenses	41,841.00	-
Interest on Tds late payment	905.00	-
Mess Expenses	728,942.00	-
Petrol & Diesel	179,945.00	-
Traveling Expenses	139,638.00	-
Office Maintenance	51,437.00	-
Other Expenses	211,263.00	91,948.00
TOTAL	2,406,243.00	1,119,189.00
NOTE 1.19 : EMPLOYEE EXPENSES		
Salary	1,776,882.00	158,977
Staff Welfare	146,990.00	-
Local Conveyance	42,513.00	-
Director's Remuneration	-	-
TOTAL	1,966,385.00	158,977.00
NOTE 1.20 : FINANCE CHARGES		
Interest Expenses	92,121.00	-
Bank Charges	12,260.00	-
Other Finance Charges	725,076.00	-
TOTAL	829,457.00	-

Sea Gold Infrastructure Limited

Note 1.9

Fixed Assets

Particulars	Gross Block				DEPRECIATION/ AMORTISATION				Net Block		
	As at 1/4/2014	Additions	Deletions / Adjustments	As at 3/31/2015	Dep Rate	Up to 3/31/2014	For the year	"On Deletions"	Up to 3/31/2015	As at 3/31/2015	As at 3/31/2014
Hydraulic Hopper Mixer	-	224,806	-	224,806	6.33%	-	9,273	-	9,273	215,533	-
Computer	-	28,000	-	28,000	31.67%	-	5,758	-	5,758	22,242	-
TOTAL	-	252,806	-	252,806		-	15,031	-	15,031	237,775	-

P.V.Krishna Reddy
Managing Director

Syed Khaleel Ahmed
Director

SEA GOLD INFRASTRUCTURE LIMITED

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

FORM No. MGT-11

PROXY FORM

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

CIN No. : L70200TG1993PLC016389
Registered Folio No./Client ID :
Name of the company: : **SEA GOLD INFRASTRUCTURE LIMITED**
Registered Office: : Plot No. 23, Phase IV, IDA Jeedimetla,
Hyderabad-500 055, Telangana, India

Name of the Member(s)

Registered Address

E-mail Id	Folio No /Client ID	DP ID
-----------	---------------------	-------

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
--------	------------

Address:

Signature , or failing him

Name :	E-mail Id:
--------	------------

Address:

Signature , or failing him

Name :	E-mail Id:
--------	------------

Address:

Signature , or failing him

DP ID:

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

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him

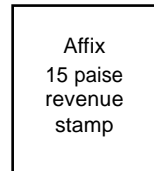
as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on the Wednesday, 30th Sept'15 at 11.00 A.M. Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad-500055 and at any adjournment thereof in respect of such resolutions as are indicated below :

RESOLUTION NO.:

SL.NO.	RESOLUTION(S)	VOTE	
		FOR	AGAINST
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015, the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Rajasekhar Reddy Mathuru (holding DIN No. 05347148), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Ratifying the appointment of Statutory Auditors of the Company		
4.	Appointment of Mrs. Vijayalakshmi Panati (holding DIN: 06635011) as Director of the Company		
5.	Appointment of Mr. Bathula Sathaiah as an Independent Director		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 2015



Signature of the shareholder across Revenue Stamp

Signature of Shareholder _____

Signature of Proxy holder _____

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

SEA GOLD INFRASTRUCTURE LIMITED

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

CIN No.: L70200TG1993PLC016389

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

21st Annual General Meeting on 30th September, 2015

Registered Ledger Folio No./DP ID/Client ID* : _____

Number of equity shares held : _____

Full Name of the Members attending
(In block capitals) : _____

Name of Proxy : _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 21st Annual General Meeting of the Sea Gold Infrastructure Limited held at the Registered office at Plot No. 23, Phase IV, IDA Jeedimetla, Hyderabad-500055 on Wednesday, the 30th Sep'15 at 11.00 A.M.

Signature of the Member's /Proxy attending the Meeting

NOTE:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- 6) **No Gifts, Gift Coupons, Cash in lieu of Gifts will be given at the AGM.**

BOOK POST

If undelivered, Please return to :

SEA GOLD INFRASTRUCTURE LIMITED

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

e-mail: seagoldacqa@gmail.com, Website: www.seagoldaqua.com