

31/3/12 002017/20
OS IN01

**Registration of an overseas company opening a
UK establishment**

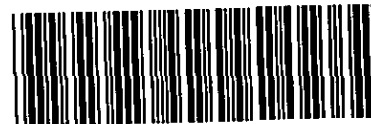
FC 30886

A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
UK establishment

☐ **What this form is NOT for**
You cannot use this form to cl
the details of an existing com
officer or establishment

SATURDAY



A14 *A1CNHLRC* #6
07/07/2012
COMPANIES HOUSE

Part 1

Overseas company details (Name)

For official use

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- ☒ → To register using your corporate name, go to **Section A1**.
- ☐ → To register using an alternative name, go to **Section A2**

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

A1

Corporate company name

Corporate name^①

Energy Mad Limited

^① This must be the corporate name in
the home state or country in which
the company is incorporated under
which you propose to carry on
business in the UK.

A2

Alternative name

The company wishes to register an alternative name under which it proposes to
carry on business in the UK under section 1048 of the Companies Act 2006.

Corporate name^②

Alternative name
(if applicable)^③

^② Please give your corporate name
as incorporated in your home state
or country

^③ A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006

A3

Overseas company name restrictions^④

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

**^④ Overseas company name
restrictions**

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ①

✓ → No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date.

① The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ②

☐ Yes

☒ No

② Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ③

Public limited company

Country of
incorporation *

New Zealand

Identity of register
in which it is
registered ④

New Zealand Companies Office Register

Registration number in
that register

1 7 1 9 8 6 8

③ This includes whether the company is a private or public company or whether or not the company is limited

④ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

✓ → Yes Complete Sections B5 and B6.

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ⑤

New Zealand

Is the company required to prepare, audit and disclose accounting documents under parent law?

✓ → Yes Complete the details below

→ No Go to Part 3.

⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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Please give the period for which the company is required to prepare accounts by parent law

From	^d 0	^d 1	^m 0	^m 4
To	^d 3	^d 1	^m 0	^m 3

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months	2	
--------	---	--

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☒ Yes

Please indicate what documents have been disclosed

☒ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

Part 3 Constitution**C1 Constitution of company**

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution. ①
- ☐ I enclose a certified translation, if applicable ②

① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

- ✓ → Yes Go to Section C3
- No Go to Part 4 'Officers of the company'

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ Yes Go to Part 4 'Officers of the company'

- ✓ → No If any of the above details are not included in the constitutional documents, please enter them in Section C4

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ①

Building name/number	Energy Mad Limited C/O Grant Thornton NZ Limited, International Antarctic Centre
Street	38 Orchard Road
Post town	Chrstchurch
County/Region	
Postcode	8 0 5 3
Country	New Zealand
Objects of the company ②	Designer, manufacturer and seller of energy efficient light bulbs
Amount of issued share capital ③	\$15,593,585 NZD

① This address will appear on the public record

② Please give a brief description of the company's business

③ Please specify the amount of shares issued and the value

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- ✓ → **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary

D1

Secretary details^①

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s)^②

① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2

Secretary's service address^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

D3

Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box

Extent of authority

- ☐ Limited ^④
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1 Corporate secretary details ^①

Use this section to list all the corporate secretaries of the company.
Please complete Sections E1-E5 Please use a continuation page if necessary.

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

E3 EEA companies ^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered ^②

Registration number

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ^④

If applicable, the
registration number

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Director

F1	Director details ^⓪																	
	Use this section to list all the directors of the company Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary	⓪ Corporate details Please use Sections G1-G5 to enter corporate director details.																
Full forename(s)	Thomas William	⓪ Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.																
Surname	Mackenzie	⓪ Country/State of residence This is in respect of your usual residential address as stated in Section F3																
Former name(s) ^⓪		⓪ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank																
Country/State of residence ^⓪	New Zealand																	
Nationality	New Zealander																	
Date of birth	<table><tr><td>^d</td><td>2</td><td>^d</td><td>5</td><td>^m</td><td>1</td><td>^m</td><td>0</td><td>^y</td><td>1</td><td>^y</td><td>9</td><td>^y</td><td>7</td><td>^y</td><td>3</td></tr></table>	^d	2	^d	5	^m	1	^m	0	^y	1	^y	9	^y	7	^y	3	
^d	2	^d	5	^m	1	^m	0	^y	1	^y	9	^y	7	^y	3			
Business occupation (if any) ^⓪	Director																	
F2	Director's service address ^⓪																	
Building name/number	Energy Mad Limited C/O Grant Thornton NZ Limited, International Antarctic Centre	⓪ Service address This is the address that will appear on the public record This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record																
Street	38 Orchard Road																	
Post town	Christchurch																	
County/Region																		
Postcode	<table><tr><td>8</td><td>0</td><td>5</td><td>3</td><td></td><td></td><td></td><td></td></tr></table>	8	0	5	3													
8	0	5	3															
Country	New Zealand																	

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Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly	The other directors of Energy Mad Limited, being Christopher		
	Mardon, Andrew Meehan, Andrew Plympton, and Richard Ramsay,		
	and/or such other directors appointed from time to time		

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Director

F1	Director details [Ⓢ]		Ⓢ Corporate details Please use Sections G1-G5 to enter corporate director details Ⓢ Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. Ⓢ Country/State of residence This is in respect of your usual residential address as stated in Section F3 Ⓢ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank
	Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5		
Full forename(s)	Richard David		
Surname	Ramsay		
Former name(s) [Ⓢ]			
Country/State of residence [Ⓢ]	New Zealand		
Nationality	New Zealander		
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>5</div> <div>m</div> <div>0</div> <div>m</div> <div>7</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>5</div> </div>		
Business occupation (if any) [Ⓢ]	Director		

F2	Director's service address [Ⓢ]		Ⓢ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record
Building name/number	Energy Mad Limited C/O Grant Thornton NZ Limited, International Antarctic Centre		
Street	38 Orchard Road		
Post town	Christchurch		
County/Region			
Postcode	<div> <div>8</div> <div>0</div> <div>5</div> <div>3</div> <div></div> <div></div> <div></div> <div></div> </div>		
Country	New Zealand		

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Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly	The other directors of Energy Mad Limited, being Thomas		
	Mackenzie, Christopher Mardon, Andrew Meehan, and Andrew		
	Plympton, and/or such other directors appointed from time to time		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details [ⓐ]		ⓐ Corporate details Please use Sections G1-G5 to enter corporate director details. ⓑ Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ⓒ Country/State of residence This is in respect of your usual residential address as stated in Section F3 ⓓ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
	Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5.		
Full forename(s)	Andrew		
Surname	Plympton		
Former name(s) [ⓑ]			
Country/State of residence [ⓒ]	Australia		
Nationality	Australian		
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>8</div> <div>m</div> <div>0</div> <div>m</div> <div>4</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>4</div> <div>y</div> <div>9</div> </div>		
Business occupation (if any) [ⓓ]	Director		

F2	Director's service address [ⓐ]		ⓐ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Building name/number	Energy Mad Limited C/O Grant Thornton NZ Limited, International Antarctic Centre		
Street	38 Orchard Road		
Post town	Christchurch		
County/Region			
Postcode	<div> <div>8</div> <div>0</div> <div>5</div> <div>3</div> <div></div> <div></div> <div></div> <div></div> </div>		
Country	New Zealand		

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Registration of an overseas company opening a UK establishment

F4	Director's authority	
	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	The other directors of Energy Mad Limited, being Thomas	
	Mackenzie, Christopher Mardon, Andrew Meehan, and Richard	
	Ramsay, and/or such other directors appointed from time to time	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ①		① Corporate details Please use Sections G1-G5 to enter corporate director details. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section F3 ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank
	Please use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5		
Full forename(s)	Christopher Anthony		
Surname	Mardon		
Former name(s) ②			
Country/State of residence ③	New Zealand		
Nationality	New Zealander		
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>6</div> <div>m</div> <div>1</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>0</div> </div>		
Business occupation (if any) ④	Director		

F2	Director's service address ⑤		⑤ Service address This is the address that will appear on the public record This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record
Building name/number	Energy Mad Limited C/O Grant Thornton NZ Limited, International Antarctic Centre		
Street	38 Orchard Road		
Post town	Christchurch		
County/Region			
Postcode	<div> <div>8</div> <div>0</div> <div>5</div> <div>3</div> <div></div> <div></div> <div></div> <div></div> </div>		
Country	New Zealand		

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Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly	The other directors of Energy Mad Limited, being Thomas		
	Mackenzie, Andrew Meehan, Andrew Plympton, and Richard		
	Ramsay, and/or such other directors appointed from time to time		

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		① Corporate details Please use Sections G1-G5 to enter corporate director details. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes ③ Country/State of residence This is in respect of your usual residential address as stated in Section F3 ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank
	Please use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5		
Full forename(s)	Andrew John		
Surname	Meehan		
Former name(s) ^②			
Country/State of residence ^③	Australia		
Nationality	Australian		
Date of birth	<div>d 1 7 m 1 0 y 1 9 y 5 8</div>		
Business occupation (if any) ^④	Director		

F2	Director's service address ^⑤		⑤ Service address This is the address that will appear on the public record This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record
Building name/number	Energy Mad Limited C/O Grant Thornton NZ Limited, International Antarctic Centre		
Street	38 Orchard Road		
Post town	Christchurch		
County/Region			
Postcode	8 0 5 3		
Country	New Zealand		

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F4

Director's authority


	Please enter the extent of your authority as director Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.		
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly	The other directors of Energy Mad Limited, being Thomas		
	Mackenzie, Chrstopher Mardon, Andrew Plympton, and Richard		
	Ramsay, and/or such other directors appointed from time to time		

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Corporate director

G1 Corporate director details




Use this section to list all the corporate directors of the company. Please complete G1-G5 Please use a continuation page if necessary		 Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		

G2 Location of the registry of the corporate body or firm



Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section G3 only
- No Complete Section G4 only

G3 EEA companies

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk  This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered 		
Registration number		

G4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered 		
If applicable, the registration number		

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G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? ✓ → No Go to Section H3 . → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 . → Yes Please enter the UK establishment number below and then go to Section H3 .	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ① <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 . <input type="checkbox"/> In respect of another UK establishment. Please give the registration number below, then go to Section H4 .	① Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

OS IN01

Registration of an overseas company opening a UK establishment

H4**Particulars of UK establishment ①**

	Please enter the name and address of the UK establishment	
Name of establishment	Energy Mad Limited	
Building name/number	St John's Innovation Centre	
Street	Cowley Road	
Post town	Cambridge	
County/Region	Cambridgeshire	
Postcode	C B 4 0 W S	
Country	United Kingdom	
	Please give the date the establishment was opened and the business of the establishment	
Date establishment opened	d 2 d 4 m 1 m 0 y 2 y 0 y 1 y 1	
Business carried on at the UK establishment	Sales, marketing and distribution	

① Address

This is the address that will appear on the public record

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Peter James

Surname

Watt

J2 Permanent representative's service address ①

Building name/number

St John's Innovation Centre

Street

Cowley Road

Post town

Cambridge

County/Region

Cambridgeshire

Postcode

C B 4 0 W S

Country

United Kingdom

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative.
Please tick one box

Extent of authority

- ☐ Limited ②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

✓ → **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8 'Signature'**

☐ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Peter James

Surname

Watt

K2

Service address of person authorised to accept service ^①

Building name/number

St John's Innovation Centre

Street

Cowley Road

Post town

Cambridge

County/Region

Cambridgeshire

Postcode

C B 4 0 W S

Country

United Kingdom

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company

Signature

Signature

X

PETER WATT

X

This form may be signed by
Director, Secretary, Permanent representative

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Ben Robson

Company name

Oury Clark Solicitors

Address

10 John Street

Post town

London

County/Region

Postcode

W C 1 N 2 E B

Country

United Kingdom

DX

84 LON/Chancery Lane

Telephone

020 7067 4300



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

England and Wales.

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland.

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below.
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



COMPANIES OFFICE

Certificate of Incorporation

ENERGY MAD LIMITED

1719868

This is to certify that ENERGY MAD HOLDINGS LIMITED was incorporated under the Companies Act 1993 on the 9th day of November 2005 and changed its name to ENERGY MAD LIMITED on the 1st day of July 2011

I hereby certify that this is a true and correct copy of the original document.

Thomas Mackenzie
Thomas Mackenzie
Director
Energy Mad Limited

Neville Harris



Registrar of Companies
14th day of June 2012

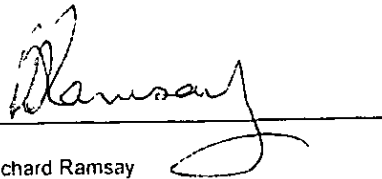
For further details relating to this company check
<http://www.business.govt.nz/companies/app/ui/pages/companies/1719868>
Certificate generated 14 June 2012 12 31 PM NZST

Constitution

of

Energy Mad Limited

Certified as the constitution of Energy Mad Limited adopted on 13th July 2011, with effect from and including the date on which Energy Mad Limited's shares are first quoted on the New Zealand Stock Exchange



Richard Ramsay

Chairman

Date 13/7/2011

I hereby certify that this is a true and correct copy of the original document.



Thomas Mackenzie
Director

Energy Mad Limited.

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Constitution of Energy Mad Limited

1 Interpretation

1.1 Definitions

In this Constitution, unless the context otherwise requires

Act means the Companies Act 1993,

Board means Directors who number not less than the required quorum acting together as the board of directors of the Company,

Class means a class of Securities having identical rights, privileges, limitations and conditions and includes or excludes Securities which NZX in its discretion deems to be of or not of that Class,

Company means Energy Mad Limited,

Constitution means this constitution, as altered from time to time,

Director means a person appointed as a director of the Company,

Equity Security means an Equity Security, as defined in the NZSX Listing Rules, which has been issued, or is to be issued, by the Company, as the case may require,

Listed has the meaning given in the NZSX Listing Rules,

Minimum Holding has the meaning given in the NZSX Listing Rules,

NZ Markets Disciplinary Tribunal has the meaning given in the NZSX Listing Rules,

NZSX means the main board equity security market operated by NZX,

NZSX Listing Rules means the NZSX and NZDX Listing Rules in force from time to time,

NZX means NZX Limited, its successors and assigns and as the context permits includes any duly authorised delegate of NZX (including the NZ Markets Disciplinary Tribunal),

Ordinary Resolution means a resolution passed by a simple majority of the votes of shareholders of the Company entitled to vote and voting on the resolution,

Personal Representative means

- (a) in relation to a deceased individual shareholder, the executor, administrator or trustee of the estate of that shareholder,
- (b) in relation to a bankrupt individual shareholder, the assignee in bankruptcy of that shareholder, and
- (c) in relation to any other individual shareholder, a person appointed or deemed to have been appointed to administer property under the Protection of Personal and Property Rights Act 1988, a manager appointed or deemed to have been appointed

thereunder, and a donee of an enduring power of attorney complying with that Act,

Representative means a person appointed as a proxy or representative under clause 16 or a Personal Representative,

Ruling has the meaning given in the NZSX Listing Rules,

Security has the meaning given in the NZSX Listing Rules,

Special Resolution means a resolution approved by a majority of 75% or more of the votes of those shareholders entitled to vote and voting on the resolution, and

Subsidiary means

- (a) a subsidiary within the meaning of section 5 of the Act (read together with sections 6 to 8 of the Act), and
- (b) an entity treated as a subsidiary within the meaning of Financial Reporting Standard Number 37 issued by the New Zealand Institute of Chartered Accountants or within the meaning of any financial reporting standard approved in terms of the Financial Reporting Act 1993

12 Construction

In this Constitution, unless the context otherwise requires

- (a) the headings appear as a matter of convenience and shall not affect the construction of this Constitution,
- (b) in the absence of an express indication to the contrary, references to sections, clauses or paragraphs are to sections, clauses and paragraphs of this Constitution,
- (c) a reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended or re-enacted or substituted,
- (d) a reference to an NZSX Listing Rule includes that NZSX Listing Rule as from time to time amended or substituted,
- (e) the singular includes the plural and vice versa and one gender includes the other genders,
- (f) the words "written" and "writing" include facsimile communications and any other means of communication resulting in permanent visible reproduction,
- (g) the word "person" includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality,
- (h) references to the Company's previous constitution include that constitution as amended from time to time, and
- (i) words or expressions defined in the Act or the NZSX Listing Rules have the same meaning in this Constitution except as otherwise expressly provided in this Constitution

1 3 Powers of shareholders

Unless otherwise specified in the Act or this Constitution any power reserved to shareholders may be exercised and any approval of shareholders may be given by Ordinary Resolution

2. The Companies Act and NZSX Listing Rules

2 1 Companies Act

The Company, the Board, each Director and each shareholder of the Company have the rights, powers, duties and obligations set out in the Act except to the extent that, as permitted by the Act, they are negated or modified by this Constitution

2 2 Incorporation of NZSX Listing Rules

While the Company is Listed, those provisions of the NZSX Listing Rules which are required by the NZSX Listing Rules to be contained or incorporated by reference in this Constitution, as they may be modified by any Ruling relevant to the Company, will be deemed to be incorporated in this Constitution and have the same effect as though they were set out in full with any necessary modification

2 3 NZSX Listing Rules prevail

While the Company is Listed, if there is any provision in this Constitution that is inconsistent with the NZSX Listing Rules relevant to the Company, the NZSX Listing Rules prevail. No provision in this Constitution will prohibit or restrict any action which is or may be permitted by the Listing Rules or the NZX to be taken by the Company, the Board, each Director or the shareholders of the Company

2 4 Compliance with NZSX Listing Rules

Subject to

- (a) the terms of any Ruling from time to time given by NZX, and
- (b) the requirements of the Act and any other applicable legislative or regulatory requirement,

the Company shall, for so long as it is Listed, comply with the NZSX Listing Rules

2 5 NZX Rulings

If NZX has granted a Ruling in relation to the Company authorising any act or omission which in the absence of the Ruling would be in contravention of the NZSX Listing Rules or this Constitution, that act or omission will be deemed to be authorised by the NZSX Listing Rules and by this Constitution

2 6 Effect of failure to comply

Failure to comply with

- (a) the NZSX Listing Rules, or

- (b) a provision of this Constitution corresponding with a provision of the NZSX Listing Rules (whether such provision is set out in full in this Constitution or incorporated in it pursuant to clause 2.2),

shall not affect the validity or enforceability of any transaction, contract, action or other matter whatsoever (including the proceedings of, or voting at, any meeting) done or entered into by, or affecting, the Company, except that a party to a transaction or contract who knew of the failure to comply with the NZSX Listing Rules or those provisions of this Constitution shall not be entitled to enforce that transaction or contract. This provision does not affect the rights of any holder of Securities of the Company against the Company or the Directors arising from failure to comply with the NZSX Listing Rules or those provisions of this Constitution.

3 Rights attaching to shares

3.1 Ordinary shares

Each ordinary share in the Company at the date of adoption of this Constitution confers on the holder the following rights (in addition to the rights set out elsewhere in this Constitution)

- (a) subject to the rights of holders of any shares or other Equity Securities which confer special rights as to dividends, the right to an equal share in dividends authorised by the Board, and
- (b) subject to the rights of holders of any shares or other Equity Securities which confer special rights as to surplus assets, the right to an equal share in the distribution of surplus assets of the Company

3.2 New shares

Subject to clause 4, further shares in the Company (including different Classes of shares) may be issued which have any one or more of the following features

- (a) rank equally with, or in priority to, existing shares in the Company,
- (b) have deferred, preferred or other special rights or restrictions, whether as to voting rights or distributions or otherwise,
- (c) confer preferential rights to distributions of capital or income,
- (d) confer special, limited or conditional voting rights,
- (e) do not confer voting rights,
- (f) are redeemable in accordance with section 68 of the Act, or
- (g) are convertible

3.3 Alteration of rights

The issue by the Company of any further shares or Equity Securities which rank equally with, or in priority to, any existing shares or Equity Securities, whether as to voting rights or distributions, shall

- (a) be permitted (subject to clause 4), and

- (b) not be deemed to be an action affecting the rights attached to those existing shares or other Equity Securities

4 Issue of new Equity Securities

4.1 Issue of new Equity Securities

The Board may issue shares or other Equity Securities to any person and in any number it thinks fit provided that while the Company is Listed, the issue is made in compliance with the NZSX Listing Rules. The provisions of sections 45(1) and 45(2) of the Act shall not apply to any issue or proposed issue of shares by the Company.

4.2 Consolidation and subdivision of Equity Securities

Subject to any applicable provisions of this Constitution, the Board may

- (a) consolidate and divide the Equity Securities or Equity Securities of any Class in proportion to those Equity Securities or the Equity Securities in that Class, or
- (b) subdivide the Equity Securities or Equity Securities of any Class in proportion to those Equity Securities or the Equity Securities in that Class

4.3 Bonus issues

Subject to any applicable provisions of this Constitution, the Board may resolve to apply any amount which is available for distribution to shareholders either

- (a) in paying up in full shares or other Securities of the Company to be issued credited as fully paid to
 - (i) the shareholders who would be entitled to that amount if it were distributed by way of dividend, and in the same proportions, and
 - (ii) if applicable, the holders of any other Securities of the Company who are entitled by the terms of issue of those Securities to participate in bonus issues by the Company, whether at the time the bonus issue is made to the shareholders, or at some time later, in accordance with their respective entitlements, or
- (b) in paying up any amount which is unpaid on any shares held by the shareholders referred to in clause 4.3(a)(i),

or partly in one way and partly in the other

5 Buybacks and redemptions of Equity Securities and financial assistance

5.1 Powers

The Company may

- (a) purchase or otherwise acquire shares issued by it from one or more shareholders,
- (b) purchase or otherwise acquire other Equity Securities from one or more holders,

- (c) hold any shares or other Equity Securities so purchased or acquired, and
- (d) redeem any redeemable shares or other Equity Securities held by one or more holders,

in accordance with the provisions, and subject to the restrictions, of the Act, this Constitution and the NZSX Listing Rules

5.2 Financial assistance

The Company shall not give financial assistance for the purpose of, or in connection with, the acquisition of any shares or other Equity Securities issued, or to be issued, by the Company unless the giving of that assistance is in accordance with the provisions of the Act and the NZSX Listing Rules

6 Calls on shares

6.1 Board's power

The Board may, by notice in writing to a shareholder or shareholders, make calls in respect of all moneys unpaid on shares and which are not, by the terms applicable to the shares, payable at fixed times. The Board may revoke or postpone a call before payment is received.

6.2 Liability to pay

Each relevant shareholder shall be liable (jointly and severally in the case of joint shareholders) to pay, in accordance with the relevant notice, every call and shall remain liable to do so notwithstanding the subsequent transfer of the relevant shares.

6.3 Differential calls

Calls may be made in respect of certain shares and not others and for different amounts in respect of certain shares from others. The Board may, at the time of issue of any shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.

6.4 Instalments

The Board may determine that a call is payable by instalments.

6.5 Time call is made

A call shall be deemed to have been made at the time the resolution of the Board authorising the call was passed.

6.6 Interest on overdue amounts

A call not paid when due shall bear interest from the due date to the date of actual receipt by the Company at the rate fixed in the notice of call or the terms applicable to the relevant shares or, if there is no such rate, as the Board determines. The Board may waive payment of interest wholly or in part.

6 7 Unpaid instalments

Any amount payable on issue of a share or on any fixed date or as an instalment of a call shall be deemed to be a call and if not paid, the provisions of this clause 6 and clauses 7 and 8 shall apply as if that sum had become payable by the making of a call

6 8 Calls in advance

The Board may, in its discretion, receive any moneys uncalled and unpaid upon any shares in advance of its due date and, may pay interest on the amount received at such rate (if any) and on such terms as the Board determines

6 9 Evidence

In any proceedings for the recovery of moneys due in respect of any call a statutory declaration by a Director or any other person authorised by the Board that

- (a) the name of the shareholder is entered in the share register as the holder (or one of the holders) of the relevant shares,
- (b) the resolution making the call is recorded in the records of the Company, and
- (c) notice of the call was sent to the shareholder,

shall be conclusive evidence of the indebtedness of the shareholder to the Company in respect of the call

7 Lien on shares

7 1 Lien on unpaid and partly paid shares

The Company shall have a first and paramount lien on every share which is not a fully paid share (and any dividends or other distributions in respect of that share) for

- (a) all unpaid calls, instalments, or other amounts, and any interest payable on those amounts, relating to that share,
- (b) any amounts the Company may be called upon to pay under any legislation in respect of that share, and
- (c) sales expenses owing to the Company in respect of any such shares

7 2 Power of sale

If any amount due in respect of a share on which the Company has a lien is unpaid for more than 10 working days after notice in writing demanding payment has been given to the shareholder or the person entitled to receive notices in respect of that share

- (a) the Company may sell the share on such terms as the Board determines, and
- (b) to give effect to any such sale, the Board may authorise any person to execute a transfer of the share to, or at the direction of, the purchaser

7.3 Absolute title of purchaser

The title of a purchaser of any shares sold pursuant to clause 7.2 shall not be affected by any irregularity or invalidity in any sale

7.4 Application of sale proceeds

The net proceeds of sale of any share sold pursuant to clause 7.2, after deducting expenses of sale, shall be applied in and towards satisfaction of any unpaid calls, instalments or other amounts and any interest on those amounts and the balance (if any) shall be paid to the person entitled to the share at the date of sale. The remedy of any person aggrieved by such sale shall be in damages only and against the Company exclusively

8. Forfeiture of shares

8.1 Notice

If a call on a share is not paid when due, the Board may give 10 working days notice to the shareholder requiring payment of the call, together with interest on the amount of the call and any accrued expenses incurred by the Company by reason of non-payment. The notice shall specify the place of payment and state that if the notice is not complied with the relevant share will be liable to be forfeited

8.2 Forfeiture

If the notice is not complied with the share may, before payment of the overdue amount has been made, be forfeited by resolution of the Board. Such forfeiture will include all dividends and any other distributions declared in respect of the forfeited shares and not paid or satisfied before forfeiture

8.3 Sale of forfeited shares

A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board determines. To give effect to any sale or disposal the Board may authorise any person to execute any relevant documentation. The Board may, at any time before the sale or disposal, cancel the forfeiture

8.4 Application of sale proceeds

The net proceeds of sale of any forfeited share shall be applied in the same manner as set out in clause 7.4

8.5 Absolute title of purchaser

The title of a purchaser of a forfeited share shall not be affected by any irregularity or invalidity in the forfeiture, sale or other disposal of the share

8.6 Consequences of forfeiture

A person whose shares have been forfeited shall cease to be a shareholder in respect of those shares and shall surrender the share certificate (if any) for cancellation but shall remain liable to the Company for all moneys due to the Company at the date of forfeiture in respect of the shares together with interest thereon until the Company receives payment in full of all money owing for those shares

8 7 Evidence of forfeiture

A statutory declaration by a Director or any other person authorised by the Board that a share has been forfeited on a specified date shall be conclusive evidence of that forfeiture

8 8 Right of set off

The Board may deduct from the dividends payable to any shareholder, all sums of money as may be due from that holder to the Company on account of calls, instalments upon the specific shares in respect of which the dividend is declared, and on account of amounts that the Company may be called upon to pay under any statute or legislative enactment in respect of the shares of a deceased or other holder

9. Transfer of shares

9 1 Transferor to remain holder until registration

The transferor of a share shall remain the holder of the share until the name of the transferee is entered in the share register

9 2 Right to transfer

Subject to any restrictions contained in this Constitution, shares may be transferred

- (a) under a system of transfer approved under section 7 of the Securities Transfer Act 1991 which is applicable to the Company,
- (b) under any other share transfer system which operates in relation to the trading of securities on any stock exchange outside New Zealand on which shares are listed and which is applicable to the Company, or
- (c) by an instrument of transfer which complies with this Constitution

9 3 Method of transfer

A share which is disposed of in a transaction which complies with the requirements of a system of transfer referred to in clause 9 2(a) or 9 2(b) may be transferred in accordance with the requirements of that system. Where an instrument of transfer would have complied with the provisions of the Securities Transfer Act 1991 if it had been executed by the transferor in New Zealand, it may nevertheless be registered by the Company if it is executed in a manner acceptable to the Company or the Company's share registrar

9 4 Forms of transfers

An instrument of transfer to which the provisions of clause 9 3 are not applicable shall comply with the following provisions

- (a) the form of the instrument of transfer shall be any usual or common form or any other form which the Board or the Company's share registrar may approve,
- (b) the instrument of transfer must be signed or executed by or on behalf of the transferor, and
- (c) where the shares being transferred are not fully paid up, the instrument of transfer must also be signed or executed by or on behalf of the transferee

9 5 Power to refuse to register

The Board may decline to register any transfer of shares where

- (a) the Company has a lien on any of the shares,
- (b) the transfer is not accompanied by the certificate (if any) for the shares to which it relates or other evidence as the Board or the Company's share registrar may reasonably require to show the right of the transferor to make the transfer, or
- (c) registration, together with the registration of any further transfer then held by the Company and awaiting registration, would result in the proposed transferee holding shares of less than a Minimum Holding,

provided that the Board resolves to exercise its powers under this clause 9 5 within 30 working days after receipt of the relevant transfer and notice of the resolution is sent to the transferor and to the transferee within five working days of the resolution being passed by the Board

9 6 Trusts not to be entered on registers

The Company must not enter any notice of a trust on the share register, or any other register of equity securities, whether that trust is express, implied or constructive

9 7 Sale of less than Minimum Holding

The Board may at any time give notice to any shareholder holding less than a Minimum Holding of shares of any Class that if at the expiration of three months after the date the notice is given the shareholder still holds shares which are less than a Minimum Holding, the Board may exercise the power of sale of those shares set out in this clause 9 7 If that power of sale becomes exercisable the

- (a) Board may arrange for the sale of those shares through NZX or in some other manner approved by NZX,
- (b) shareholder shall be deemed to have authorised the Company to act on the shareholder's behalf and to execute all necessary documents for the purposes of that sale,
- (c) Company shall account to the shareholder for the net proceeds of sale of the shares (after deduction of reasonable sale expenses), which shall be held on trust for the shareholder by the Company and paid to the shareholder on surrender of any certificates for the shares sold, and
- (d) title of a purchaser of any shares sold pursuant to this clause 9 7 shall not be affected by any irregularity or invalidity in the exercise of the power of sale or the sale itself

9 8 Registration of transfers

Every instrument of transfer shall be delivered to the Company's share registrar, together with such evidence as the Board or the Company's share registrar may reasonably require to show the right of the transferor to make the transfer

9 9 Participation in share transfer systems

The Company may participate in any share transfer system approved under the Securities Transfer Act 1991 and implemented by NZX or in any share transfer system which operates

in relation to trading in securities on any other stock exchange on which the Company's shares are traded and, in so participating, it shall comply with the requirements of NZX or of the relevant share transfer system. The Board may register any transfer of Securities presented for registration in accordance with the requirements of any such system and will not be obliged to enquire as to the due execution of any transfer effected by reason of such system.

9 10 Power to divide share register

The share register may be divided into two or more registers kept in different places.

9 11 Transfer of securities other than shares

This clause 9 shall apply to transfers of Securities of the Company other than shares with any necessary modifications.

9 12 Untraced shareholders

(a) Entitlement to sell

The Board will be entitled to transfer to a trust (the Trust) set up for that purpose, the shares of any person where three or more dividends paid in respect of the shares in question have remained unclaimed for at least one year after having been authorised and 10 working days' prior notice to the intention of transfer the shares to the Trust has been given.

(b) Further securities

If any further shares have been issued in respect of the shares referred to in paragraph (a) above, the Board may also transfer the further shares to the Trust notwithstanding that the requirement that three dividends remain unclaimed for at least one year after having been authorised may not have been satisfied with respect to such further shares.

(c) Sale by Trust

If at the end of a three year period commencing on the date of transfer of the shares to the Trust, and after 10 working days' prior notice of the intention to sell has been given, no person has claimed ownership of the shares, the Board may arrange for the sale of those shares through the NZX.

(d) Sale procedures

To give effect to any transfers or sale under paragraphs (a) to (c) of this clause, the Board may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the transferee and an instrument of transfer executed by that person will be as effective as if it had been executed by the holder of, or person entitled by transmission to, the shares. The transferee will not be bound to see to the application of the purchase monies nor will title to the shares be affected by any irregularity or invalidity in the exercise of the power of sale or the sale itself.

(e) Proceeds

Upon any sale of the shares by the Trust, the net proceeds of sale (after deduction of reasonable sale expenses) will belong to the Company. The Board will, nevertheless, agree to pay the net proceeds of sale to a claimant who produces satisfactory evidence of entitlement but the Board will have no requirement to account for any

money earned on the net proceeds, which may be employed in the business of the Company or invested in such investments as determined by the Board

10 Transmission of shares

10 1 Transmission on death of shareholder

If a shareholder dies the survivor, if the deceased was a joint shareholder, or the shareholder's Personal Representative, shall be the only persons recognised by the Company as having any title to or interest in the shares of the deceased shareholder. Nothing in this clause 10 1 shall release the estate of a deceased joint shareholder from any liability in respect of any share or constitute a release of any lien which the Company may have in respect of any share.

10 2 Rights of Personal Representatives

A shareholder's Personal Representative is entitled to

- (a) exercise all rights (including without limitation the rights to receive distributions, to attend meetings and to vote in person or by representative), and is subject to all limitations, attached to the shares held by that shareholder, and
- (b) be registered as holder of those shares, but such registration shall not operate as a release of any rights (including any lien) to which the Company was entitled prior to registration of the Personal Representative pursuant to this clause 10 2(b)

10 3 Joint Personal Representatives

Where a share is subject to the control of two or more persons as Personal Representatives, they shall, for the purposes of this Constitution, be deemed to be joint holders of the share.

11 Meetings of shareholders

11 1 Methods of holding meetings

A meeting of shareholders may be held either

- (a) by a number of shareholders, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or
- (b) if determined by the Board, by a number of shareholders, who constitute a quorum, being assembled together at the date and time appointed for the meeting and at one or more venues at which, by means of audio, or audio and visual, communication all participating shareholders can simultaneously hear each other throughout the meeting.

11 2 Meetings of other groups

A meeting of the holders of Securities in an interest group may be called by the Board at any time, and shall be called on the written request of persons holding Securities carrying together not less than 5% of the voting rights entitled to be exercised on any of the questions to be considered at the meeting of the group in question. All the provisions of this Constitution relating to meetings of shareholders apply, with all necessary modifications, to a meeting of a group of Security holders, except that

- (a) the necessary quorum is two persons holding, or representing the holders of, Securities in the interest group,
- (b) if the Board so elects, one meeting may be held of holders constituting more than one group, so long as voting at that meeting is by way of a poll, and proper arrangements are made to distinguish between the votes of members of each group, and
- (c) any holder of Securities in the group, present in person or by Representative, may demand a poll

12 Notice of meetings of shareholders

12.1 Written notice

Written notice of the time, date and place of a meeting of shareholders must be sent to every shareholder entitled to receive notice of the meeting and to every Director and the auditor of the Company not less than 10 working days before the meeting. A proxy form must be sent with each notice of meeting.

12.2 Rights of Equity Security holders and Directors

Subject to the rights attached to any Equity Securities, Equity Security holders of all Classes shall be entitled to attend meetings of shareholders and to receive copies of all notices, reports and financial statements issued generally to holders of Securities carrying votes. Each Director who is not also a shareholder shall have the same rights.

12.3 Contents of notice

The notice must state the

- (a) nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to form a reasoned judgment in relation to it, and
- (b) text of any special resolution to be submitted to the meeting be accompanied by sufficient explanation to enable a reasonable person to understand the effect of the resolutions proposed by the notice.

12.4 Irregularity in notice

An irregularity in a notice of a meeting is waived if all the shareholders entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such shareholders agree to the waiver. The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any person will not invalidate the proceedings at the meeting.

12.5 Adjourned meetings

If a meeting of shareholders is adjourned for less than 30 days it is not necessary to give notice of the time, date and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

13. Chairperson of meetings of shareholders

13 1 Chairperson of the Board to act

Subject to clause 13 2, if the Directors have elected a chairperson of the Board, and the chairperson of the Board is present at a meeting of shareholders, that Director must chair the meeting

13 2 Other chairperson

If no chairperson of the Board has been elected or if at any meeting of shareholders the chairperson of the Board is not present within 15 minutes of the time appointed for the commencement of the meeting or the chairperson is unwilling or unable to act for all or part of the meeting, the Directors present, if any, may elect one of their number to be chairperson of the meeting or such part of the meeting. If no Director is willing or able to act as chairperson or if no Director is present within 15 minutes of the time appointed for the commencement of the meeting, the shareholders present may choose one of their number to be chairperson

13 3 Regulation of procedure

Subject to the provisions of the Act, and except as otherwise provided in this Constitution, the chairperson may regulate the proceedings at meetings of shareholders

14 Quorum for meetings of shareholders

14 1 Quorum required

Subject to clause 14 3, no business may be transacted at a meeting of shareholders if a quorum is not present

14 2 Size of quorum

A quorum for a meeting of shareholders is present if three shareholders having the right to vote at the meeting are present in person or by Representative

14 3 Lack of quorum

If a quorum is not present within 30 minutes after the time appointed for the meeting

- (a) in the case of a meeting called by the Board on the request of shareholders under section 121(b) of the Act, the meeting is dissolved, and
- (b) in the case of any other meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Directors may appoint and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the shareholders or their Representatives present will constitute a quorum

15 Voting at meetings of shareholders

15 1 Meetings in one place

In the case of a meeting of shareholders held under clause 11 1(a), unless a poll is demanded, voting at the meeting shall be by whichever of the following methods is determined by the chairperson

- (a) voting by voice, or
- (b) voting by show of hands

15 2 Audio-visual meetings

In the case of a meeting of shareholders held under clause 11 1(b), unless a poll is demanded, voting at the meeting shall be by the shareholders signifying their assent or dissent by voice

15 3 Postal votes

Unless the Board determines otherwise, shareholders may not exercise the right to vote at a meeting by casting a postal vote, whether on a show of hands, voice, vote or on a poll. If the Board determines that shareholders may exercise the right to vote at a meeting by casting postal votes, the procedures in relation to postal voting shall be those set out in clause 7 of the First Schedule of the Act together with any other procedures determined by the Board

15 4 Number of votes

Subject to the provisions of clause 15 5 and subject to any rights or restrictions attached to any share

- (a) where voting is by voice or a show of hands, every shareholder present in person or by Representative has one vote, and
- (b) on a poll every shareholder present in person or by Representative has
 - (i) one vote in respect of every fully paid share held by that shareholder, and
 - (ii) in respect of each share held by that shareholder which is not fully paid, a fraction of the vote or votes which would be exercisable if that share was fully paid. That fraction must be equivalent to the proportion which the amount paid (not credited) is of the total amount paid and payable (excluding amounts credited and amounts paid in advance of a call)

15 5 Voting restrictions

No shareholder shall be entitled to vote at any meeting in respect of shares on which any call or other moneys are due and unpaid

15 6 Declaration of chairperson conclusive

A declaration by the chairperson that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with clause 15 7

15 7 Right to demand poll

At a meeting of shareholders a poll may be demanded by

- (a) not less than five shareholders having the right to vote at the meeting,
- (b) a shareholder or shareholders representing not less than 10% of the total voting rights of all shareholders having the right to vote at the meeting,
- (c) a shareholder or shareholders holding shares that confer a right to vote at the meeting and on which the aggregate amount paid up is not less than 10% of the total amount paid up on all shares that confer that right, or
- (d) the chairperson

For the purposes of this clause 15 7, the instrument appointing a proxy to vote at a meeting of the Company confers authority to demand or join in demanding a poll and a demand by a person as proxy for a shareholder has the same effect as a demand by the shareholder

15 8 Time of demand for poll

A poll may be demanded either before or after the vote is taken on a resolution The demand for a poll may be withdrawn

15 9 Timing of poll

A poll demanded on the election of a chairperson of a meeting or on a question of adjournment must be taken immediately The chairperson may determine the time and manner in which a poll on any other question is to be taken and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

15 10 Counting of votes on poll

If a poll is taken, votes must be counted according to the votes attached to the shares of each shareholder present in person or by Representative and voting, or exercising its right to vote by casting a postal vote, if applicable

15 11 Scrutineers

If a poll is taken the scrutineers shall be the auditors of the Company for the time being unless they are unable or unwilling to act or unless the chairperson directs to the contrary in which case the scrutineers shall be appointed by the chairperson

15 12 Declaration of result

The chairperson shall be entitled to declare the result of a poll upon the receipt of a certificate from the auditors setting out the maximum number of votes which could be cast at the meeting and upon receipt of notice from the scrutineers that, in the light of the auditors' certificate, sufficient votes to determine the result of the resolution have been counted The auditors' certificate may set out the maximum number of votes which could be cast at the meeting if all persons entitled to attend and vote at the meeting did so, or it may set out the maximum number of votes which could be cast at the meeting if all persons at the meeting who are entitled to vote did vote

15 13 Chairperson's casting vote

The chairperson of a meeting is entitled to a casting vote

15 14 Votes of joint holders

Where two or more persons are registered as the holder of a share, the vote of the person named first in the share register and voting on a matter must be accepted to the exclusion of the votes of the other joint holders

15 15 Validity of votes

In the case of any dispute as to the admission or rejection of a vote the chairperson shall determine the same and such determination made in good faith shall be conclusive

15 16 Electronic voting

The Board may permit, in relation to a particular meeting or generally

- (a) the appointment of proxies or Representatives to be made by electronic means,
- (b) postal votes to be cast by electronic means, and
- (c) to the extent permitted by law, votes to be cast on resolutions at meetings of shareholders (or of other groups) by electronic means

The procedures in relation to such electronic appointment or electronic voting shall be those required by law (if any) together with any other procedures determined by the Board. If the Board permits electronic appointment of proxies or Representatives or electronic voting in accordance with this clause, such electronic appointments may be made or electronic votes cast notwithstanding any other provision of this Constitution

16. Proxies and corporate representatives

16.1 Proxies permitted

A shareholder may exercise the right to vote either by being present in person or by proxy. A proxy for a shareholder is entitled to attend and be heard at a meeting of shareholders as if the proxy were the shareholder. A proxy need not be a shareholder of the Company.

16 2 Form of proxy

A proxy must be appointed by notice in writing in the form directed by the Board signed by the shareholder and the notice must state whether the appointment is for a particular meeting or a specified term. The proxy form must, as a minimum (so far as the subject matter and form of the resolutions reasonably permit) provide for two-way voting (for and against) on all resolutions, enabling the shareholder to instruct the proxy as to casting of the vote, and must not be sent with any name or office (e.g., "chairperson of directors") filled in as a proxy holder.

16 3 Lodging proxy

No proxy is effective in relation to a meeting unless the proxy form is received by or on behalf of the Company at any place specified for the purpose in the notice of meeting not later than 48 hours before the start of the meeting. If the written notice appointing a proxy is

signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must accompany the notice

16.4 Validity of proxy vote

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, if no written notice of such death, mental disorder, revocation, or transfer has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used

16.5 Corporate representatives

A body corporate which is a shareholder may appoint a representative to attend a meeting of shareholders on its behalf in the same manner as that in which it could appoint a proxy. A representative shall have the same rights and powers as if the representative were a proxy

17 Minutes of shareholder meetings

The Board must ensure that minutes are kept of all proceedings at meetings of shareholders. Minutes which have been signed correct by the chairperson are prima facie evidence of the proceedings unless they are shown to be inaccurate

18. Shareholder proposals

A shareholder may give written notice to the Board of a matter the shareholder proposes to raise for discussion or resolution at the next meeting of shareholders at which the shareholder is entitled to vote. The provisions of clause 9 of the First Schedule of the Act apply to any notice given pursuant to this clause

19. Adjourned meetings and disorderly meetings

19.1 Chairperson's discretion to adjourn meetings

The chairperson at any time during a meeting at which a quorum is present may adjourn the meeting (including either to a later time at the same meeting or to an adjourned meeting)

19.2 Provisions relating to adjourned meetings

No business can be transacted at any adjourned meeting other than the unfinished business at the original meeting. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same manner as the original meeting. Otherwise, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting

19.3 Adjournment of disorderly meetings

If any meeting becomes so unruly, disorderly or inordinately protracted, that in the opinion of the chairperson the business of the meeting cannot be conducted in a proper and orderly manner, the chairperson, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting, may, in his or her sole and absolute discretion and without giving reasons, either adjourn or dissolve the meeting

19 4 Completion of unfinished business

If any meeting is dissolved by the chairperson pursuant to clause 19 4, the unfinished business of the meeting shall be dealt with as follows

- (a) in respect of any resolution concerning the approval or authorisation of a distribution, the Board may, in the exercise of the powers conferred on it by the Act, authorise the distribution,
- (b) in respect of any resolution concerning the remuneration of the auditors, the meeting shall be deemed to have resolved that the Board be authorised to fix the remuneration of the auditors, and
- (c) the chairperson may direct that any item of business which is uncompleted at the meeting, and which in his or her opinion requires to be voted upon, be put to the vote by a poll without further discussion in accordance with clauses 15 9 to 15 15

20 Appointment and removal of Directors

20 1 Number

The number of Directors must not at any time be more than ten nor less than three and subject to these limitations the number of Directors to hold office shall be fixed from time to time by the Board. At least two Directors must be ordinarily resident in New Zealand

20 2 Existing Directors to continue in office

The Directors in office at the date of adoption of this Constitution shall continue in office subject to the provisions of this Constitution

20 3 Appointment and removal by Ordinary Resolution

Subject to the NZSX Listing Rules, a Director may be appointed by Ordinary Resolution. All Directors shall be subject to removal from office as director by Ordinary Resolution

20 4 Appointment by Board

Subject to the NZSX Listing Rules, the Board may at any time appoint additional Directors to fill a casual vacancy or as an addition to existing directors

20.5 Exceptions to rotation

One Director who is an employee of the Company (whether or not a Managing Director) is not required to retire by rotation. If there is more than one Director who is also an employee of the Company (whether or not a Managing Director) the Board may nominate which one of those Directors is not liable to retire by rotation. That executive Director shall be included in the number of Directors upon which the calculation of the number of Directors to retire by rotation is made

20 6 Appointment of Directors to be voted on individually

No resolution to appoint or elect a Director shall be put to the holders of Securities unless

- (a) the resolution is for the appointment of one Director, or

- (b) the resolution is a single resolution for the appointment of two or more Directors, and a separate resolution that it be so voted on has first been approved without a vote being cast against it

Nothing in this clause prevents the election of two or more Directors by ballot or poll

20.7 No shareholder qualification for Directors

There is no shareholding qualification for Directors

20.8 Vacation of office

A Director shall cease to hold office as a Director if the Director

- (a) dies,
- (b) becomes bankrupt or makes an arrangement or compromise with the Director's creditors generally,
- (c) becomes disqualified from being a Director pursuant to section 151 of the Act,
- (d) resigns from office by notice in writing to the Company,
- (e) is removed from office pursuant to this Constitution or the Act, or
- (f) has for more than six months been absent without permission of the Board from meetings of the Board held during that period

20.9 Timing of retirement and appointment

If

- (a) a Director retires at a meeting of shareholders and is not re-elected, the Director shall remain in office until, and his or her retirement shall take effect at, the conclusion of the meeting,
- (b) a Director is removed from office at a meeting of shareholders by Ordinary Resolution, the Director shall remain in office until, and his or her removal shall take effect at, the conclusion of the meeting,
- (c) a person who is not already a Director is appointed or elected as a Director at a meeting of shareholders, that person shall take office as a Director immediately after the conclusion of the meeting

21. Alternate Directors

21.1 Appointment

Each Director may from time to time appoint any person who is not already a Director and who is approved by a majority of the other Directors to be the Director's alternate director (an **Alternate Director**). No Director may appoint a deputy or agent otherwise than by way of appointment of an Alternate Director.

21.2 Form of appointment and removal

Any appointment or removal of an Alternate Director must be by notice in writing to the Company signed by the relevant Director.

21.3 Rights of Alternate Director

Each Alternate Director will be entitled to

- (a) receive notices of all meetings of the Board if the Director who appointed the Alternate Director is known to be either outside of New Zealand or otherwise unavailable to attend meetings,
- (b) attend and vote at any such meeting at which the Director who appointed the Alternate Director is not personally present, and
- (c) in the absence of the Director who appointed the Alternate Director, perform all the functions, and exercise all the powers, of that Director.

21.4 Remuneration and expenses

Each Alternate Director's

- (a) remuneration (if any) must be paid by the Director who appointed the Alternate Director, and
- (b) expenses incurred in attending meetings of the Directors and otherwise in relation to the discharge of duties will be paid by the Company.

21.5 Cessation of appointment

An Alternate Director will cease to be an Alternate Director

- (a) if the Director who appointed the Alternate Director ceases to be a Director or revokes the appointment,
- (b) on the occurrence of any event relating to the Alternate Director which, if the Alternate Director were a Director, would disqualify the Alternate Director from being a Director, or
- (c) if a majority of the other Directors resolve to revoke the Alternate Director's appointment.

22 Managing Director

22.1 Appointment and removal

The Board may from time to time appoint one of the Directors to be the managing Director either for a fixed term (but not exceeding five years) and on such other terms (including remuneration) as the Board determines. A managing Director may be re-appointed for a further period not exceeding five years, and may be re-appointed for a further term of five years in the same manner. The Board may from time to time remove any such managing Director and appoint another or others in his or her place. Any managing Director who is removed by resolution of the Board shall have no right or claim to continue in office and his or her only remedy against the Company (if any) shall be in damages. Any Director holding the office of managing Director at the date of adoption of this Constitution shall continue in office.

22.2 Resignation

A managing Director shall, subject to the provisions of any contract between him or her and the Company, be subject to the same provisions concerning resignation, removal and disqualification as the other Directors. If a managing Director ceases to hold the office of Director from any cause he or she immediately ceases to be managing Director.

22.3 No alternate managing Director

The power to appoint alternate Directors conferred on Directors by this Constitution does not confer on any managing Director the power to appoint an alternate managing Director.

23 Proceedings of the Board

23.1 Methods of holding meetings

A meeting of the Board may be held either by

- (a) a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or
- (b) means of audio, or audio and visual, communication by which all the Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

23.2 Notice of meeting

A Director or, if requested by a Director to do so, an employee of the Company or a Subsidiary of the Company approved by the Board for this purpose, may convene a meeting of the Board by giving notice in accordance with this clause 23.2 and clause 23.3. Each Director must be given not less than two days notice of a meeting of the Board, unless the Director waives that right or in the opinion of the chairperson or of Directors who would together constitute a quorum at the meeting, the meeting is necessary as a matter of urgency, in which event such notice as is practicable in the circumstances shall be given. Notice may be given to a Director in any of the following ways:

- (a) by telephone to the telephone number given by the Director to the Company for purposes of receiving notices, in which case the notice will be deemed to be given when the call is answered at that time,

- (b) by delivery of the notice to the Director, in which case the notice will be deemed to be given when delivered,
- (c) by sending the notice by facsimile transmission to the facsimile number given by the Director to the Company for the purpose of receiving notices, in which case the notice will be deemed to be given when sent,
- (d) by posting the notice to the address given by the Director for the purpose of receiving notices, in which case the notice will be deemed to be given three days after it is posted, or
- (e) by sending by electronic means in accordance with any request made by the Director from time to time for such purpose

23 3 Contents of notice

A notice of a meeting must specify the date, time and place of the meeting and, if the meeting is to be by means of audio or audio and visual communication, the manner in which the Director will be contacted to participate at the time of the meeting

23 4 Waiver of irregularity

An irregularity in a notice of meeting is waived if all the Directors entitled to receive notice of the meeting attend or participate in the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver

23 5 Quorum

Unless otherwise determined by the Board, a quorum for a meeting of the Board is three Directors. No business may be transacted at a meeting of the Board unless a quorum is present

23 6 Lack of quorum

If a quorum is not present within 30 minutes after the time appointed for a meeting of the Board, the meeting will be adjourned automatically until the following day at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the Directors present will constitute a quorum

23 7 Insufficient number of Directors

The Directors may act notwithstanding any vacancy in their body, but if and for so long as their number is reduced below the minimum number fixed by clause 20 1, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a meeting of Shareholders, but for no other purpose

23 8 Chairperson

The Directors may elect one of their number as chairperson of the Board and determine the period for which the chairperson is to hold office. If no chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their number to be chairperson of the meeting

23 9 Votes

Every Director has one vote. In the case of an equality of votes the chairperson will have a casting vote. A resolution of the Board is passed if it is agreed to by all Directors present without dissent or a majority of the votes cast on it are in favour of it. A Director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless that Director expressly dissents or expressly abstains from voting on, or votes against, the resolution.

23 10 Resolutions in writing

A resolution in writing, signed or assented to by at least three-quarters of the Directors entitled to vote on that resolution, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Each Director must be given notice of the form of the proposed resolution. Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form, each signed or assented to by one or more Directors. A copy of any such resolution must be entered in or kept with the records of Board proceedings.

23 11 Minutes

The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

23 12 Validity of acts

All acts done by any meeting of the Board or of a committee of Directors or by any person acting as a Director are valid notwithstanding

- (a) any defect in the appointment of any Director or person acting as a Director, or
- (b) that they or any of them were disqualified, or
- (c) any irregularity in a notice of meeting.

23 13 Other procedures

Except as set out in this clause 23, the Board may regulate its own procedure. The provisions of the Third Schedule of the Act shall not apply to proceedings of the Board except to the extent that those provisions are included in this Constitution.

24. Directors' remuneration

24 1 Authorisation

The Board may, subject to the NZSX Listing Rules, exercise the power conferred by section 161 of the Act to authorise remuneration and other benefits to and for Directors.

24 2 Expenses

Each Director is entitled to be paid for all reasonable travelling, accommodation and other expenses incurred by the Director in connection with the Director's attendance at meetings or otherwise in connection with the Company's business.

24 3 Special remuneration

Without limiting clause 24 1 the Board may authorise special remuneration to any Director who is or has been engaged by the Company or a Subsidiary to carry out any work or perform any services which is not in the capacity of a director of the Company or a Subsidiary

25. Indemnity and insurance for Directors and Employees

25 1 Indemnity for Directors

Every Director shall be indemnified by the Company for any costs referred to in section 162(3) of the Act and any liability or costs referred to in section 162(4) of the Act. The Board may determine the amounts and terms and conditions of such an indemnity.

25 2 Other indemnities and insurance

In addition to the indemnity set out in clause 25 1, the Company may

- (a) indemnify a director or employee of the Company or a related company for any costs referred to in section 162(3) of the Act. The Board may determine the amounts and terms and conditions of any such indemnity,
- (b) indemnify a director or employee of the Company or a related company in respect of any liability or costs referred to in section 162(4) of the Act. The Board may determine the amounts and terms and conditions of any such indemnity, and
- (c) with the prior approval of the Board effect insurance for a director or employee of the Company or a related company in respect of any liability or costs referred to in section 162(5) of the Act. The Board may determine the amounts and terms and conditions of any such insurance.

25 3 Interpretation

Words given extended meanings by section 162(9) of the Act have those extended meanings in this clause 25.

26. Dividends

26 1 Method of payment

Any dividend or other money payable to a holder of Securities may be paid by cheque sent through the post to the registered address of the holder or in any other manner determined by the Board and directed by the person entitled to the payment. In the case of joint holders, cheques may be sent to the registered address of the person first named on the register.

26 2 Currency of payment

The Board may, in its discretion, differentiate between shareholders as to the currency in which dividends are to be paid. In exercising that discretion the Board may have regard to the registered address of a shareholder, the register on which a shareholder's shares are registered or any other matter the Board considers appropriate. In any case where a dividend is to be paid in a currency other than New Zealand currency, the amount payable will be converted from New Zealand currency in a manner, at a time and at an exchange rate determined by the Board.

26 3 Deductions

The Board may deduct from dividends payable to any shareholder in respect of any shares any

- (a) unpaid calls, instalments or other amounts, and any interest payable on such amounts, relating to the specific shares in respect of which the Company has a lien, and
- (b) amounts the Company may be called upon to pay under any legislation in respect of the specific shares

26 4 Unclaimed dividends

Dividends or other monetary distributions unclaimed for one year after the due date for payment may be used for the benefit of the Company until claimed. The Company shall be entitled to mingle the distribution with other money of the Company and shall not be required to hold it or to regard it as being impressed with any trust. All dividends or other monetary distributions unclaimed for five years or more after the due date for payment may be forfeited by the Board for the benefit of the Company. The Company shall, nevertheless, annul the forfeiture and subject to compliance with the solvency test, shall pay the dividend or other monetary distribution to the person producing evidence of entitlement.

27. Notices

27 1 Method of service

All notices, reports, accounts or documents required to be sent to a shareholder shall be sent in the manner set out in section 391 of the Act. Notices to any other person shall be sent in the same manner as if that person was a shareholder.

27 2 Service of notices outside New Zealand

If a Security holder has no registered address within New Zealand and has not supplied to the Company an address within New Zealand for the giving of notices, but has supplied an address outside New Zealand, then notices shall be posted to the holder at that address and shall be deemed to have been received by the holder 24 hours after the time of the posting.

27 3 Joint holders

A notice may be given by the Company to the joint holders of a Security by giving the notice to the joint holder named first in the register in respect of the Security.

28 Inspection of records

Except as provided in the Act or unless the Board determines otherwise in any particular case, no holder of Securities shall be entitled to

- (a) inspect any records, books, papers, correspondence or documents of the Company, or
- (b) require or receive any information concerning the Company's business, trading or customers, or any trade secret or secret process of or used by the Company

29. Liquidation

29 1 Distribution of surplus

Subject to the rights of the holders of any Securities in the Company and to clauses 29 2 and 29 3, upon the liquidation of the Company the surplus assets of the Company (if any) must be distributed among the shareholders in proportion to their shareholding. If any shareholder's shares are not fully paid up the liquidator of the Company may require those shares to be fully paid up before the shareholder receives any distribution of the surplus assets of the Company in respect of those shares.

29 2 Distribution in kind

With the approval of the shareholders of the Company by Ordinary Resolution, the liquidator of the Company may divide amongst the shareholders in kind the whole or any part of the surplus assets of the Company (whether or not they are of the same kind) and for that purpose the liquidator may

- (a) attribute values to assets as the liquidator considers appropriate, and
- (b) determine how the division will be carried out as between the shareholders or different Classes of shareholders.

29 3 Trusts

With the approval of the shareholders of the Company by Ordinary Resolution, the liquidator may vest the whole or any part of any surplus assets of the Company in trustees upon trust for the benefit of shareholders of the Company. The liquidator may determine the terms of the trust.

30. Method of contracting

30 1 Manner of execution

A contract or other enforceable obligation may be entered into by the Company as follows

- (a) an obligation which, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Company in writing signed under the name of the Company by
 - (i) two or more Directors,
 - (ii) any Director or another person authorised by the Board, whose signature must be witnessed, or
 - (iii) one or more attorneys appointed by the Company in accordance with this constitution,
- (b) an obligation which, if entered into by a natural person, is by law, required to be in writing, may be entered into on behalf of the Company in writing by a person acting under the Company's express or implied authority, and
- (c) an obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Company in writing or orally by a person acting under the Company's express or implied authority.

30.2 Company may appoint attorneys

The Company may, by an instrument in writing executed in accordance with clause 30.1, appoint one or more persons as its attorney or attorneys either generally or in relation to a specified matter or matters. An act of an attorney in accordance with the instrument binds the Company.

Energy Mad Limited

31 March 2012

Consolidated Financial Statements



Independent Auditors' Report to the shareholders of Energy Mad Limited

Report on the Financial Statements

We have audited the financial statements of Energy Mad Limited ('the Company') on pages 5 to 48, which comprise the statements of financial position as at 31 March 2012, the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes to the financial statements that include a summary of significant accounting policies and other explanatory information for both the Company and the Group. The Group comprises the Company and the entities it controlled at 31 March 2012 or from time to time during the financial year.

Directors' Responsibility for the Financial Statements

The Directors are responsible for the preparation of these financial statements in accordance with generally accepted accounting practice in New Zealand and that give a true and fair view of the matters to which they relate and for such internal controls as the Directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand) and International Standards on Auditing. These standards require that we comply with relevant 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 auditors' judgement, 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 auditors consider the internal controls relevant to the Company and the Group's preparation of financial statements that give a true and fair view of the matters to which they relate, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company and the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, 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.

Other than in our capacity as auditors we have no relationship with, or interests in, Energy Mad Limited or any of its subsidiaries.



Independent Auditors' Report

Energy Mad Limited

Opinion

In our opinion, the financial statements on pages 5 to 48:

- (i) comply with generally accepted accounting practice in New Zealand; and
- (ii) comply with International Financial Reporting Standards; and
- (iii) give a true and fair view of the financial position of the Company and the Group as at 31 March 2012, and their financial performance and cash flows for the year then ended.

Report on Other Legal and Regulatory Requirements

We also report in accordance with Sections 16(1)(d) and 16(1)(e) of the Financial Reporting Act 1993. In relation to our audit of the financial statements for the year ended 31 March 2012:

- (i) we have obtained all the information and explanations that we have required, and
- (ii) in our opinion, proper accounting records have been kept by the Company as far as appears from an examination of those records

Restriction on Distribution or Use

This report is made solely to the Company's shareholders, as a body, in accordance with Section 205(1) of the Companies Act 1993. Our audit work has been undertaken so that we might state to the Company's shareholders those matters which we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

A handwritten signature in dark ink, appearing to read 'PricewaterhouseCoopers'.

Chartered Accountants
27 May 2012

Christchurch

Directors' responsibilities statement

The Financial Reporting Act 1993 requires the Directors to prepare financial statements for each financial year that give a true and fair view of the financial position of the Company and Group and of the financial performance and cash flows for that period

In preparing these financial statements, the Directors are required to

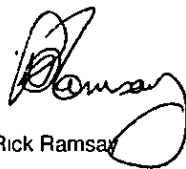
- Select suitable accounting policies and apply them consistently,
- Make judgements and estimates that are reasonable and prudent and
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy, at any time, the financial position of the Group and to enable them to ensure that the financial statements comply with the Companies Act 1993. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

The Directors have pleasure in presenting the following financial statements for the year ended 31 March 2012

The Board of Directors of the Company and Group authorised these financial statements for issue on 27 May 2012

For and on behalf of the Directors



Rick Ramsay
Chairman
27 May 2012



Andrew Plympton
Director
27 May 2012

Statements of comprehensive income

	Notes	Group		Company	
		2012 NZ\$	2011 NZ\$	2012 NZ\$	2011 NZ\$
Revenue	6	6 208 633	8 591,072	-	-
Cost of sales		3,804,964	5 721 307	-	-
Gross profit		2,403,669	2,869,765	-	-
Administration and general expenses	7	3,503,362	2,329,596	244,799	100,571
Impairment of advances to subsidiaries	35		-	9 451,964	
Reversal of impairment in investment loan capital	17		(549,810)	-	-
Results from continuing activities		(1,099,693)	1,089,879	(9,696,763)	(100,571)
Finance income		15,517	844	38,244	-
Finance expenses		82,215	182,763	49,767	160,201
Total finance costs	7	(66,698)	(181,919)	(11,522)	(160,201)
Profit / (loss) before taxation from continuing activities		(1,166,391)	908,060	(9,708,284)	(260,771)
Income tax expense	10	205,349	(93,368)	46,478	64,156
Profit / (loss) for the year from continuing operations		(961,042)	814,692	(9,661,806)	(196,614)
Loss for the year from discontinued operations	26	(186,691)	(894,778)		-
Profit / (loss) for the year		(1,147,733)	(80,086)	(9,661,806)	(196,614)
Other comprehensive income					
Exchange gain / (loss) on translating foreign operations		51,776	84,616	-	-
Total other comprehensive income for the year		51,776	84,616	-	-
Total comprehensive income / (loss) for the year		(1,095,957)	4,530	(9,661,806)	(196,614)
Earnings per share	28				
Basic earnings per share					
Profit from continuing operations		(0 03)	0 01		
Loss from discontinued operations		(0 01)	(0 01)		
Total		(0 03)	(0 00)		
Diluted earnings per share					
Profit from continuing operations		(0 03)	0 01		
Loss from discontinued operations		(0 01)	(0 01)		
Total		(0 03)	(0 00)		

Statements of changes in equity (Group)

	Notes	Foreign exchange translation reserve NZ\$	Share capital NZ\$	Accumulated losses NZ\$	Total equity NZ\$
Group					
Balance at 1 April 2010		-	10,283,215	(7,101,394)	3,181,821
Issue of share capital	27	-	1,091,915	-	1,091,915
Transaction costs		-	(35,363)	-	(35,363)
Transactions with owners		-	1,056,552	-	1,056,552
Total comprehensive income for the period			-	(80,086)	(80,086)
Other comprehensive income		84,616	-	-	84,616
Balance at 31 March 2011		84,616	11,339,767	(7,181,480)	4,242,903
Group					
Balance at 1 April 2011		84,616	11,339,767	(7,181,480)	4,242,903
Issue of share capital	27	-	5,076,500	-	5,076,500
Transaction costs	27	-	(822,682)	-	(822,682)
Transactions with owners		-	4,253,818	-	4,253,818
Total comprehensive income for the period		-	-	(1,147,733)	(1,147,733)
Other comprehensive income		51,776	-	-	51,776
Balance at 31 March 2012		136,392	15,593,585	(8,329,214)	7,400,763

Statements of changes in equity (Company)

	Notes	Foreign exchange translation reserve NZ\$	Share capital NZ\$	Retained earnings NZ\$	Total equity NZ\$
Company					
Balance at 1 April 2010		-	10,283,215	(469,335)	9,813,880
Issue of share capital	27	-	1,091,915	-	1,091,915
Transaction costs		-	(35,363)	-	(35,363)
Transactions with owners		-	1,056,552	-	1,056,552
Total comprehensive income for the period		-	-	(196,614)	(196,614)
Balance at 31 March 2011		-	11,339,767	(665,949)	10,673,818

	Notes	Share capital NZ\$	Retained earnings NZ\$	Total equity NZ\$
Company				
Balance at 1 April 2011		11,339,767	(665,949)	10,673,818
Issue of share capital	27	5,076,500	-	5,076,500
Transaction costs	27	(822,682)	-	(822,682)
Transactions with owners		4,253,818	-	4,253,818
Total comprehensive income for the period		-	(9,661,806)	(9,661,806)
Balance at 31 March 2012		15,593,585	(10,327,756)	5,265,829

Statements of financial position

	Notes	Group		Company	
		March 2012 NZ\$	March 2011 NZ\$	March 2012 NZ\$	March 2011 NZ\$
Current assets					
Cash and cash equivalents	13	583,569	94,106	-	-
Income tax refund		21,893	17,763	81	-
Inventories	15	1,710,977	322,256	-	-
Trade and other receivables	14	1 296 647	1,358,514	41,904	650,000
Advances to subsidiaries	35	-	-	4,944,305	10 820,282
Total current assets		3,613,086	1,792,639	4,986,289	11 470,282
Non current assets					
Intangible assets	19	1,519,403	1,322,998	-	-
Investment in subsidiaries	16	-	-	66,660	1 000
Property, plant and equipment	18	96,505	32,008	-	-
Other financial assets	17	1,353,424	1,353,424	-	-
Deferred tax	20	2,516,113	2 310,764	243 530	197,052
Total non current assets		5 485 445	5 019 194	310,190	198,052
Assets and disposal group classified as discontinued	26	18,533	375,764	-	-
Total assets		9,117,064	7,187,597	5,296 479	11,668,334
Current liabilities					
Trade and other payables	21	1,452,062	486,047	30,650	600
Revenue received in advance	22	97,773	69,858	-	-
Employee entitlements	23	154,583	158,534	-	-
Convertible loans (unsecured)	24	-	657,437	-	657,437
Convertible loans (secured)	25	-	336,479	-	336 479
Total current liabilities		1,704,418	1,708,355	30,650	994,516
Total liabilities		1,704,418	1,708,355	30,650	994,516
Liabilities classified as discontinued	26	11,882	1,236,340	-	-
Equity					
Share capital	27	15,593,585	11,339 767	15,593,585	11 339,767
Other components of equity		136 392	84 616	-	-
(Accumulated deficit)/retained earnings		(8,329,214)	(7,181,480)	(10,327,756)	(665,949)
Total equity		7,400,763	4,242,903	5,265,829	10,673,818
Total equity and liabilities		9,117 064	7,187,597	5,296,479	11 668 334

The accompanying notes form part of these financial statements

Statements of cash flows

		Group		Company	
	Notes	2012 NZ\$	2011 NZ\$	2012 NZ\$	2011 NZ\$
Operating activities					
Cash was received from:					
Receipts from customers		5,175,182	9,061,962	-	
Interest received		15,517	844	38,244	
		5,190,699	9,062,806	38,244	
Cash was applied to:					
Interest paid		82,215	182,763	49,767	160,201
Payments to suppliers and employees		7,364,673	7,399,111	256,653	181,663
Taxation paid		4,130	862	81	
		7,451,018	7,582,735	306,500	341,864
Net cash inflow (outflow) from operating activities	32	(2,260,319)	1,480,071	(268,256)	(341,864)
Investing activities					
Cash was provided from					
Equity sale (Fujian Ecobulb)	35	473,234	-	-	-
		473,234	-	-	-
Cash was applied to:					
Purchase of fixed and intangible assets		631,211	422,089	65,660	
		631,211	422,089	65,660	-
Net cash inflow (outflow) from investing activities		(157,977)	(422,089)	(65,660)	
Financing activities					
Cash was provided from:					
Issue of ordinary shares		5,726,500	441,916	5,726,500	441,916
Loan funds advanced	35	150,000			
		5,876,500	441,916	5,726,500	441,916
Cash was applied to:					
Advances to / (from) shareholders		-		3,575,987	(635,217)
Listing expenses		822,682	35,363	822,682	35,363
Loan funds repaid	35	150,000	-	-	
Convertible loans (unsecured)	24	657,437	316,580	657,437	316,580
Convertible loans (secured)	25	336,479	383,325	336,479	383,325
		1,966,599	735,268	5,392,585	100,051
Net cash inflow (outflow) from financing activities		3,909,901	(293,352)	333,915	341,865
Net change in cash and cash equivalents from continuing operations		1,491,605	764,630	-	
Net cash flows from discontinued operations	26	(1,053,918)	(798,398)	-	
Net increase/(decrease) in cash and cash equivalents		437,687	(33,769)	-	
Cash and cash equivalents, beginning of period		94,106	43,257	-	
Effect of foreign exchange rates		51,776	84,616	-	
Cash and cash equivalents, end of period		583,569	94,106	-	
Cash and cash equivalents					
Cash at bank		583,569	94,106	-	
Ending cash and cash equivalents carried forward		583,569	94,106	-	

Notes to the financial statements

1 General information

The reporting entity is Energy Mad Limited (the "Company"). It is profit-oriented and incorporated and domiciled in New Zealand. The Group comprising the Company and its subsidiaries is a reporting entity for the purposes of the Financial Reporting Act 1993 and its financial statements comply with that Act. The address of its registered office is the International Antarctic Centre, 38 Orchard Road, Christchurch, New Zealand. The Company changed its name from Energy Mad Holdings Limited to Energy Mad Limited on 1 July 2011.

The Group's primary activity is the import and distribution of energy efficient light bulbs and installation of energy efficient products.

These consolidated financial statements have been approved for issue by the Board of Directors on 27 May 2012.

2 Statement of compliance

The consolidated financial statements for the Group have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand ("NZ GAAP") and the requirements of the Companies Act 1993 and the Financial Reporting Act 1993. They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities. The financial statements also comply with International Financial Reporting Standards (IFRS).

The following new standards, interpretations and amendments may have an impact on the Group's financial statements, but are not yet effective for the year ended 31 March 2012, and have not been applied in these financial statements:

NZ IFRS 9 Financial Instruments (effective for annual reporting periods beginning on or after 1 January 2015)

NZ IFRS 9 Financial Instruments addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2015 but is available for early adoption. There will be no impact on the Group's accounting for financial assets or liabilities, as the new requirements only affect the accounting for financial liabilities that are designated as at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from NZ IAS 39 Financial Instruments – Recognition and Measurement and have not been changed. The Group has not yet decided when to adopt NZ IFRS 9.

NZ IFRS 10 Consolidated Financial Statements, revised NZ IAS 27 Separate Financial Statements (effective 1 January 2013)

NZ IFRS 10 replaces all of the guidance on control and consolidation in NZ IAS 27 Consolidated and Separate Financial Statements, and NZ IFRIC 12 Consolidation – Special Purpose Entities. The core principle that a consolidated entity presents a parent and its subsidiaries as if they are a single economic entity remains unchanged, as do the mechanics of consolidation. However, the standard introduces a single definition of control that applies to all entities. It focuses on the need to have both power and rights or exposure to variable returns before control is present. Power is the current ability to direct the activities that significantly influence returns. Returns must vary and can be positive, negative or both. There is also new guidance on participating and protective rights and on agent/principal relationships. While the Group does not expect the new standard to have a significant impact on its composition, it has yet to perform a detailed analysis of the new guidance in the context of its various investees that may or may not be controlled under the new rules.

NZ IAS 27 is renamed Separate Financial Statements and is now a standard dealing solely with separate financial statements. Application of this standard by the Group and Parent entity will not affect any of the amounts recognised in the financial statements, but may impact the type of information disclosed in relation to the Parent's investments in the separate Parent entity financial statements.

The Group does not expect to adopt the new standards before their operative date. They would therefore be first applied in the financial statements for the annual reporting period ending 31 March 2014.

NZ IFRS 13 Fair Value Measurement (effective 1 January 2013)

NZ IFRS 13 explains how to measure fair value and aims to enhance fair value disclosures. The Group does not use fair value measurements extensively. It is therefore unlikely that the new rules will have a significant impact on any of the amounts recognised in the financial statements. However, application of the new standard will impact the type of information disclosed in the notes to the financial statements. The Group does not intend to adopt the new standard before its operative date, which means that it would be first applied in the annual reporting period ending 31 March 2014.

3 Changes in accounting policy

3.1 Overall considerations

The accounting policies are consistent with those used in the previous financial year.

3.2 Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and the associated assumptions are based on historical experience and various other factors that are believed reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgement has also been exercised in preparing these financial statements in relation to the following:

Capitalised development costs

The Group capitalises its development costs based on a proportion of employee costs and other directly attributable development costs. The Group regularly reviews the carrying value of capitalised development costs to ensure they are supported by the associated future economic benefits. The development costs are amortised over five years, being the expected useful life of the development costs (2011: five years). The Group has assessed the value in use of the development costs. Refer to Note 19.

Deferred tax asset

Deferred tax asset benefits relating to carried forward tax losses and deductible temporary differences are recognised by the Group and Company to the extent that it is probable that taxable profits will be available against which those temporary differences can be recognised.

The Group has recognised deferred tax benefits in relation to all carried forward losses as it is probable that these losses will reverse in the foreseeable future. Refer to Note 20.

Provision for doubtful debts

The Group has assessed the recoverability of accounts receivables with reference to historical bad debts and current debtor aging. The provision has been assessed at nil (2011: \$nil).

Provision for inventory

The Group has assessed slow moving stock and obsolescence with reference to historical write offs and current aging. The provision has been assessed as nil (2011: \$nil).

4 Summary of accounting policies

4.1 Overall consideration

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below.

The consolidated financial statements have been prepared using the measurement bases specified by NZ IFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

4.2 Basis of preparation

The financial statements have been prepared on the basis of historical cost.

4.3 Presentation of financial statements

The consolidated financial statements are presented in accordance with NZ IAS 1 *Presentation of Financial Statements*. The Group has elected to present the Statement of Comprehensive Income in one statement. The Statement of Comprehensive Income discloses the analysis of expenses using the function method.

4.4 Basis of consolidation

The consolidated financial statements of the Group comprise the Company and its subsidiaries. The subsidiaries are fully consolidated from the date on which control is transferred to the Group and de-consolidated from the date that control ceases. The Group obtains and exercises control through more than half of the voting rights. All subsidiaries have a reporting date of 31 March.

In preparing the consolidated financial statements, all inter entity balances and transactions, and unrealised profits and losses arising within the consolidated entity are eliminated in full.

The Group uses the acquisition method of accounting for business combinations. On initial recognition, the assets and liabilities of the acquired subsidiary are included in the consolidated statement of financial position at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies. Acquisition costs are expenses as incurred.

4.5 Investment in associates (equity accounted investees)

Associates are those entities which the Group has significant influence, but not control, over the financial and operating policies. Joint ventures are those entities over whose activities the Group has joint control established by contractual agreement and requiring unanimous consent for strategic, financial and operating decisions. Associates and joint ventures are accounted for using the equity method (equity accounted investees). Significant influence generally accompanies a shareholding of between 20% and 50%. The Group's share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

4.6 Foreign currency translation

The financial statements are presented in New Zealand dollars, which is the Company's functional currency and the Group's presentation currency. All financial information presented in New Zealand dollars has been rounded to the nearest dollar.

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in New Zealand dollars, which is the Group's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income. All other foreign exchange gains and losses are presented in the statement of comprehensive income within 'other (losses)/gains'.

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position are presented and translated at the closing rate at the date of that statement of financial position,
- (b) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions), and
- (c) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the statement of comprehensive income as part of the gain or loss on sale.

4.7 Segment reporting

In identifying its operating segments, the Managing Director generally follows four reporting segments based on the geographical locations of the operations and revenue streams. These segments have been determined based on the reports reviewed by the Managing Director to make strategic decisions.

The geographical areas as follows:

Segment	Activity
New Zealand	Sale of energy efficient products within New Zealand
Australia	Sale of energy efficient products within Australia
United States	Sale of energy efficient products within the United States
Rest of World	Sale of energy efficient products to all other countries

Each of these operating segments is managed separately as each of these service lines requires different resources and marketing approaches.

The measurement policies the Group uses for segment reporting under NZ IFRS 8 are the same as those used in its financial statements.

There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss. No asymmetrical allocations have been applied between segments.

4.8 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

Sale of goods (wholesale)

The Group sells a range of ecobulbs in the wholesale market. Sales of goods are recognised when a Group entity has delivered products to the customer. Delivery does not occur until the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer.

The ecobulb products are often sold with volume discounts. Sales are recorded based on the price specified in the sales contracts, net of estimated volume discounts and returns at the time of sale. No element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice.

Sale of services

The Group sells installation services to customers. These services are provided on a time and material basis or as a fixed-price contract.

If circumstances arise that may change the original estimates of revenues, costs or extent of progress towards completion, estimates are revised. These revisions may result in increase or decreases in estimated revenue or costs and are reflected in income in the period in which the circumstances that give rise to the revision become known by management.

Project funder income

Project funder income comprises the fair value consideration received or receivable for the contribution or revenue from project partners who are involved in an initiative to assist with the sales and distribution of energy efficient projects. The project funder income received contributes towards the direct marketing and bulb subsidy of a project.

Government Grants (NZTE, FRST, MSI and R&D)

Grants from the government are recognised at fair value where there is a reasonable assurance that the grant will be received and the Group will comply with the attached conditions. Government grants relating to costs are recognised as revenue in the period necessary to match them with the costs that they are intended to compensate. Grants are received from the New Zealand Government to assist with funding to undertake focused research and development projects and the development of overseas expansion and growth including marketing and travel expenditure. There are no unfulfilled conditions or other contingencies attached to the government grants recognised in the financial statements.

4.9 Finance income and expenses

Finance income

Interest income is recognised as it accrues, using the effective interest method.

Finance expenses

All borrowing costs are recognised in profit and loss using the effective interest method.

4.10 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument being the trade date.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities held by the Group are measured initially at fair value plus transactions costs.

Financial assets and financial liabilities are measured subsequently as described below.

Financial assets

The Group's financial assets include cash and cash equivalents, trade and other receivables, equity investment in Fujian Ecobulb and advances to subsidiaries.

Loans and receivables

Cash and cash equivalents, trade and other receivables and advances to subsidiaries are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. The equity investment in Fujian Ecobulb is a non-derivative financial asset that has been recorded at cost less any provision for impairment.

Loans and other receivables are considered for impairment when there is objective evidence that the Group will not be able to collect all amounts due according to their original terms of the receivables. Significant financial difficulties of the debtor or investee, probability that a debtor will enter bankruptcy or financial reorganisation and

default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired

If there is objective evidence that impairment exists for individual loans and receivables, the impairment loss is calculated as the difference between the carrying amount of the financial assets and the present value of estimated future cash flows using the original effective interest rate. Receivables with a short duration are not discounted.

The Group uses an allowance account to reduce the carrying amount of loans and other receivables that are considered to be impaired (or in the case of a reversal of a write-down because of an event occurring after the impairment was recognised, an increase), unless there is no reasonable possibility of recovering any cash from the debtor or investee. In this case, the Group writes off the receivable directly (and transfers any impairment loss recognised in the allowance account directly to the receivable).

Other financial liabilities

The Group's financial liabilities include loans and borrowings and trade and other payables.

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Borrowing costs are expensed as incurred.

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

The fair value of convertible loans is calculated based on the present value of contractual principal and interest cash flows, discounted at the market rate of interest in the reporting period.

4.11 Statement of cash flows

The statement of cash flows has been prepared using the direct method. Definitions are:

1) Operating Activities

Are the principal revenue-producing activities of the Group and other activities that are not investing or financing activities.

2) Investing Activities

All transactions relating to the acquisition and disposal of long term assets and other investments not included in cash equivalents.

3) Financing Activities

Are activities that result in changes of the equity and debt capital structure of the reporting entity and the cost of servicing the equity capital.

4.12 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, investments in term deposits with maturities of less than 3 months, bank overdrafts and other highly liquid investments that are readily convertible to known amounts of cash as part of its day to day cash management and which are subject to an insignificant risk of changes in value.

4.13 Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of the business, less the estimated costs of completion and selling expenses.

Cost is based on the first-in first-out principle and includes expenditure in acquiring the inventories and bringing them to their existing location and condition.

4.14 Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and other financial assets except to the extent that the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

The amount of deferred tax provided is determined by using tax rates and laws enacted or substantively enacted at reporting and expected to apply when the related deferred tax asset or liability is realised or settled.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

4.15 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred. Property, plant and equipment is subject to impairment testing as described in Note 4.20.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other expenses" in the statement of comprehensive income.

Depreciation is provided on leasehold improvements, computers, office furniture and equipment and motor vehicles. Depreciation is recognised in the Statement of Comprehensive Income to write off the cost of an item of property, plant and equipment, less any residual value, over its expected useful life, at the following rates

- | | |
|----------------------|-------------------------------|
| • Computer equipment | 14.4% - 60% Diminishing value |
| • Office equipment | 15.6% - 48% Diminishing value |
| • Motor vehicles | 30% - 36.0% Diminishing value |
| • Lab Equipment | 40% Diminishing value |

Depreciation methods, useful lives and residual values are reviewed at each reporting date

4.16 Intangible assets

Other intangible assets include acquired and internally developed software used in administration, trademarks and patents acquired and internally developed designs and development. They are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in Note 4.20. The following useful lives are applied

- | | |
|----------------------------|--------------|
| • Software | 4 years |
| • Trademarks | 7 – 11 years |
| • Patents | 2.5 years |
| • Designs | 1 – 20 years |
| • Research and development | 5 years |

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss when incurred.

Research and Development Expenditure

Expenditure on research (or the research phase of an internal project) is recognised as an expense in the period in which it is incurred. Costs that are directly attributable to the development phase of new ecobulbs and energy efficient products are recognised as intangible assets provided they meet the following recognition requirements

- completion of the intangible asset is technically feasible so that it will be available for use or sale,
- the Group intends to complete the intangible asset and use or sell it,
- the Group has the ability to use or sell the intangible asset,
- the intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or for the intangible asset itself, or, if it is to be used internally, the asset will be used in generating such benefits,
- there are adequate technical, financial and other resources to complete the development and to use or sell the intangible asset, and
- the expenditure attributable to the intangible asset during its development can be measured reliably

Development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee costs incurred on product development along with directly attributable overheads. Internally generated product development recognised as intangible assets are subject to the same

subsequent measurement method as external product development costs. However, until completion of the development project, the assets are subject to impairment testing only as described below in Note 4.20.

The gain or loss arising on the disposal of an intangible asset is determined as the difference between the proceeds and the carrying amount of the asset, and is recognised in statement of comprehensive income within 'other income' or 'other expenses'.

4.17 Short-term employee benefits

Short-term employee benefits, including holiday entitlement and sick leave, are current liabilities included in trade and other payables, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

Liabilities for accumulating short-term compensated absences (e.g., sick leave) are measured as the amount of unused entitlement accumulated at the pay period ending immediately prior to the reporting date, that the entity anticipates employees will use in future periods, in excess of the days that they will be entitled to in each of those periods.

4.18 Equity, reserves and dividend payments

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction from the proceeds.

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

Retained earnings include all current and prior period retained profits.

All transactions with owners of the parent are recorded separately within equity.

4.19 Leased assets

Leases in which a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of a lease.

4.20 Impairment of non-financial assets

The carrying amounts of the Group's intangible assets and property plant and equipment are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For intangible assets that have indefinite lives or that are not yet available for use, regardless of whether or not there are indications of impairment, the assets are tested for impairment annually. Their recoverable amount is estimated at each reporting date. Impairment losses recognised in respect of goodwill are not reversed.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in statement of comprehensive income.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax

discount rate that reflects current market assessments of the time value of money and the risks specific to the asset

An impairment loss in respect of other assets is assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

4.21 Goods and services tax

The financial statements are prepared exclusive of GST with the exception of receivables and payables that are shown inclusive of GST. Where GST is not recoverable as an input tax it is recognised as part of the related asset or expense.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

5 Segment reporting

The Managing Director currently identifies the Group's service lines as operating segments as further described in Note 4.7. These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

Segment profit / (loss) represents the profit / (loss) earned by each segment including allocation of some central administration costs and Director's salaries, share of equity investment in Fujian Ecobulb, investment revenue and finance costs and income tax expense. This is the measure reported to the Managing Director for the purpose of resource allocation and assessment of segment performance.

The Group currently derives all revenue from four geographical areas being New Zealand, Australia, USA and the Rest of the World. The discontinued operation segment from the prior period has been removed from the segment disclosures as it was no longer deemed to be a reportable segment.

Segment information for the Group can be analysed as follows for the reporting periods under review.

Group - Year ended 31 March 2012	New Zealand	Australia	United States	Rest of World	Eliminations	Total
Revenue from external customers	338,734	4,446,337	611,178	415,219		5,811,468
Other revenues	397,134	31	-		-	397,165
Depreciation & amortisation	(370,310)		-		-	(370,310)
Segment net (loss)/profit before tax	(2,134,699)	1,439,554	(357,211)	(114,035)		(1,166,391)
Non current asset additions	587,606			-		587,606
Segment assets	12,279,118	2,227,370	530,079	10,980	(5,949,016)	9,098,531
Segment liabilities	(6,415,474)	(767,816)	(380,524)	(10,980)	5,870,376	(1,704,418)
Reconciliation to Profit After Tax						
Segment net (loss)/profit before tax						(1,166,391)
Loss for the year from discontinued operations						(186,691)
Income tax expense						205,349
Profit / (loss) after tax for the year						(1,147,733)

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Group - Year ended 31 March 2011	New Zealand	Australia	United States	Rest of World	Eliminations	Total
Revenue from external customers	81,679	5 814 351	1 391 733	819 797		8 107 560
Other revenues	474 613	8,899	-			483 512
Depreciation & amortisation	(355 897)	-	-		-	(355,897)
Segment net (loss)/profit before tax	(716 807)	1,878 101	(271 124)	17,890		908 060
Non-current asset additions	428 994	-	-		-	428 994
Segment assets	18,689,345	2 008,584	72,541	-	(13 958 637)	6,811,833
Segment liabilities	(14 688 475)	(110,774)	(765,826)		13 856 720	(1 708 355)
Reconciliation to Profit After Tax						
Segment net (loss)/profit before tax						908 060
Loss for the year from discontinued operations						(894 778)
Income tax expense						(93 388)
Profit / (loss) after tax for the year						(80 086)

The segment information is reported exclusive of EcoSmartHomes Limited (discontinued operations) Refer Note 26

Other revenues include revenue items derived from carbon credit sales, grant income and profit share pay-outs

That number of customers that represent greater than 10% of continuing operations revenue is 2 (2011 3) The total revenues represented by these customers is \$2,551,159 (2011 \$6,021,993)

6 Revenue

Revenue includes the following items

	Group 2012	Group 2011	Company 2012	Company 2011
Sale of eco bulbs and energy efficient products	5,693,158	7,632,249	-	-
Project funder income	118,309	475,311	-	-
Grants (NZTE, FRST, R&D, MSI)	286,593	294,856	-	-
Fixed payment (Fujian Ecobulb)	54,019	128,869	-	-
Other income	56,553	59,787	-	-
Total revenue	6,208,633	8,591,072	-	-

7 Administration and general expenses

Profit / (loss) before taxation from continuing operations includes the following expenses

	Note	Group 2012	Group 2011	Company 2012	Company 2011
Audit fees	9	30,000	20,000	30,000	
Depreciation and amortisation	8	370,310	355,897		
Directors fees		214,850	56,088		
Employment expenses		1,473,511	857,451	-	
Exchange (gains) / losses on trading		158,132	195,305	(28,121)	53,513
Lease and rental expenses		96,998	58,875	-	-
Marketing expenses		297,061	378,738	-	
Office and administration		195,494	128,818	-	
Research and development		68,117	54,505	-	
Other expenses		598,889	223,920	242,919	47,057
Total administration and general expenses		3,503,362	2,329,596	244,799	100,571
Interest income on bank deposits		15,517	844	38,244	-
Finance income		15,517	844	38,244	
Interest expense of loans and borrowings		82,215	182,763	49,767	160,201
Finance expenses		82,215	182,763	49,767	160,201
Total net finance costs		(66,698)	(181,919)	(11,522)	(160,201)

8 Depreciation and amortisation

	Group 2012	Group 2011	Company 2012	Company 2011
Depreciation				
Computer equipment	5,760	5,975	-	-
Office furniture and equipment	21,259	4,688	-	-
Motor vehicles	2,934	98	-	-
Lab equipment	2,656	-	-	-
Total depreciation	32,608	10,761	-	-
Amortisation of trademarks, patents, designs and software	32,305	47,562	-	-
Amortisation of research and development	305,397	297,574	-	-
Total depreciation and amortisation	370,310	355,897	-	-

9 Auditors' remuneration

Amounts paid to the auditors include

	Group 2012	Group 2011	Company 2012	Company 2011
Auditing financial statements	30,000	20,000	30,000	-
Tax consulting	-	-	-	-
Other services	-	-	-	-
Total auditors' remuneration	30,000	20,000	30,000	-

The auditor of the Group is PricewaterhouseCoopers

10 Income tax

The relationship between the expected tax expense based on the domestic effective tax rate of Energy Mad Limited at 28% (2011 30%) and the reported tax expense in the Statement of Comprehensive Income can be reconciled as follows, also showing major components of tax expense. Legislation has passed to reduce the company tax rate to 28% from 1 April 2011 and therefore an adjustment is made to deferred tax to adjust for the tax rate change for the 2011 year. All income tax losses have been recognised as a deferred tax asset.

	Group 2012	Group 2011	Company 2012	Company 2011
Profit / (loss) before tax from continuing operations	(1,166,391)	908,060	(9,708,284)	(260,771)
Profit / (loss) before tax from discontinuing operations	(186,691)	(894,778)	-	-
Profit / (loss) before taxation	(1,353,082)	13,282	(9,708,284)	(260,771)
Domestic tax rate for Energy Mad Limited	28%	30%	28%	30%
Expected tax expense	(378,863)	3,984	(2,718,320)	(78,232)
Effect of tax rate change on temporary differences	-	165,055	-	14,076
Adjustment for non taxable income and expenses	118,709	(75,671)	2,672,669	-
Adjustment in respect of previous years	54,805	-	(828)	-
Actual tax expense	(205,349)	93,368	(46,478)	(64,156)
Tax expense comprises:				
Deferred tax expense	237,793	79,751	37,250	78,232
Origination and reversal of temporary differences	22,361	(8,065)	8,400	-
Effect of tax rate change on temporary differences	-	(165,055)	-	(14,076)
Adjustment in respect of previous years	(54,805)	-	828	-
Tax (expense) / revenue	205,349	(93,368)	46,478	64,156
Taxable profit / (loss)	(849,260)	(265,838)	(133,036)	(260,772)
Losses brought forward	(8,145,016)	(7,879,178)	(703,760)	(442,988)
Adjustment in respect of previous years	195,731	-	(2,957)	-
Losses to carry forward	(8,798,545)	(8,145,016)	(839,753)	(703,760)

11 Imputation credits

The movements in the imputation credit account are as follows:

	Group 2012	Group 2011	Company 2012	Company 2011
Balance 1 April	9,273	8,491	-	-
Income tax paid	3,973	783	81	-
Income tax refunded	-	-	-	-
Balance 31 March	13,246	9,273	81	-

12 Dividends declared and paid

No dividends were declared or paid by the Group for the year ended 31 March 2012 (2011 \$nil).

13 Cash and cash equivalents

Cash and cash equivalents include the following components

	Group 2012	Group 2011	Company 2012	Company 2011
Cash at bank and in hand	583,569	94,106	-	-
Total cash and cash equivalents	583,569	94,106	-	-

14 Trade and other receivables

	Group 2012	Group 2011	Company 2012	Company 2011
Trade receivables	1,024,629	272,407	41,904	-
Goods & services tax refunds	-	(60,251)	-	-
Sundry debtors	98,665	-	-	-
Prepayments	173,353	-	-	-
Share and investment loan capital owing (Fujian Ecobulb)	-	496,358	-	-
Share capital owing (31 March 2011)	-	650,000	-	650,000
Total trade and other receivables	1,296,647	1,358,514	41,904	650,000

15 Inventories

	Group 2012	Group 2011	Company 2012	Company 2011
Ecobulbs	1,259,879	281,786	-	-
Stock deposits	129,359	40,470	-	-
Stock on water	321,739	-	-	-
Total inventories	1,710,977	322,256	-	-

The cost of inventories for the year is included in cost of sales in the statement of comprehensive income

16 Investment in subsidiaries

The Company's investment in the subsidiaries comprises shares at cost less impairment. All subsidiaries have a reporting date of 31 March and are incorporated in New Zealand with the exception of Energy Mad US LLC which is incorporated in the United States of America

Subsidiaries	Principal activity	Shareholding 2012 %	Shareholding 2011 %	Company 2012	Company 2011
Energy Mad NZ Limited (Formerly Energy Mad Limited)	Energy efficiency	100	100	1,000	1,000
Intellectual Property Energy Mad Limited	Intellectual property	100	100	-	-
Energy Mad Build Limited	Investment	100	100	-	-
EcoSmartHomes Limited (business discontinued)	Energy efficiency	100	100	-	-
Energy Mad US LLC	Energy efficiency	100	100	66,660	-
Total investment in subsidiaries				66,660	1,000

17 Other financial assets

Share capital Fuzhou Ecobulb Ltd

The Group held a 50% investment in a purpose built factory in China under the trading name of Fujian Ecobulb Co Limited (Fujian Ecobulb). The investment was made with Fujian Yongdeji Group Co Limited (YDJ). A commercial agreement was entered on 23 November 2009 where Energy Mad Build Limited was repaid 5% of the loan advance and 5% of the share capital by Fujian Ecobulb. A further agreement was entered on 31 March 2011 where Energy Mad Build Limited was repaid 25% of the loan advance and 25% of the share capital by Fujian Ecobulb. As part of this agreement the Group does not receive a percentage share of the profit or loss of Fujian Ecobulb. Instead, Fujian Ecobulb will make fixed payments each year to the Group as follows

Fujian Ecobulb	Profit Share		0 7775 (NZD)	Payment Date
		(USD)		
	31-Dec-11	42,000	54,019	30-Apr-12
	31-Dec-12	42,000	54,019	30-Apr-13
	31-Dec-13	46,000	59,164	30-Apr-14
Total profit share		130,000	167,202	

For this reason the investment in Fujian Ecobulb is not accounted for as an associate of the Group under NZ IAS 28. The investment is not carried at fair value as the financial information from China is unaudited. As such the investment is recorded at cost and is tested for impairment where there is evidence of impairment indicators. No impairment has been recognised in the current financial year. The Directors believe it can clearly be demonstrated that the Group does not have significant influence over Fujian Ecobulb.

Movements in the Group ownership percentage of Fujian Ecobulb

Ownership 1 April 2009	50%
Less sale 23 November 2009	-5%
Less sale 31 March 2011	-25%
Ownership 31 March 2012	20%

Movements in the carrying value of the investment in Fujian Ecobulb by the Group

	March 2012	March 2011
Balance 1 April		
Investment Fujian Ecobulb	1,353,424	3,047,774
Less sale of investment (2011 25%)	-	(1,694,350)
Closing balance	1,353,424	1,353,424

Investment loan capital Fuzhou Ecobulb Ltd

The Group advanced investment loan capital of \$910,024 USD to Fujian Yongdeji Group Co Limited as at 31 March 2008. The investment loan capital did not earn any interest and there were no formal repayment plans agreed. The investment loan capital was deemed to be impaired and written down to a fair value of nil during the year ended 31 March 2008. The carrying value of the investment loan capital is listed below

	Year	Value USD	Value NZD
Investment loan capital (Fujian Ecobulb)	31-Mar-08	910,024	1,321,928
Impairment loss investment loan capital	31-Mar-08	(910,024)	(1,321,928)
Carrying value of investment loan capital	31-Mar-12	-	-

Investment loan capital of \$72,661 USD was repaid to Energy Mad Build during the year ended 31 March 2009. This repayment was recognised in the statement of other comprehensive income.

A commercial agreement was entered on 23 November 2009 where Energy Mad Build was repaid 5% of the investment loan capital of \$83,736 USD. An additional repayment was made of \$26,263 USD. These repayments (\$150,007 NZD) have been recognised in the statement of comprehensive income for the year ended 31 March 2010.

A further agreement was entered on 31 March 2011 where Energy Mad Build will be repaid 25% of the investment loan capital of \$418,680 USD. This repayment (\$549,810 NZD) has been accrued and recognised in the statement of comprehensive income. The repayment was made in June 2011.

A summary of the investment loan capital repayments is listed below:

	Year	Value USD	Value NZD
Investment loan capital (Fujian Ecobulb)	31-Mar-08	(910,024)	
Repayment of investment loan capital	31-Mar-09	72,662	186,900
Repayment of investment loan capital	31-Mar-10	83,736	114,191
Additional repayment	31-Mar-10		35,816
Repayment of investment loan capital	31-Mar-11	418,681	549,810
Closing value of investment loan capital	31-Mar-12	(334,945)	
Carrying value of investment loan capital	31-Mar-12	-	

The outstanding investment loan capital balance of \$334,945 USD with Fuzhou Ecobulb Ltd has not been recognised in the financial statements.

18 Property, plant and equipment

There were no plant and equipment impairment losses for the Company or Group for the year ending 31 March 2012 (2011 \$nil)

Group	Computer equipment	Office furniture and equipment	Motor vehicles	Lab Equipment	Total
Gross carrying amount					
Balance at 1 April 2011	62,538	39,789	710	-	103,037
Additions, separately acquired	22,565	745	-	29,796	53,106
Additions, purchased from subsidiary EcoSmartHome Limited (discontinued)	126,762	17,829	16,516	-	161,107
Balance at 31 March 2012	211,865	58,363	17,226	29,796	317,250
Depreciation and impairment					
Balance 1 April 2011	(51,005)	(19,490)	(535)	-	(71,030)
Balance purchased from subsidiary EcoSmartHome Limited (discontinued)	(101,242)	(8,917)	(6,947)	-	(117,106)
Depreciation	(21,259)	(5,760)	(2,934)	(2,656)	(32,609)
Balance 31 March 2012	(173,506)	(34,167)	(10,416)	(2,656)	(220,745)
Carrying amount 31 March 2012	38,359	24,196	6,810	27,140	96,505
Gross carrying amount					
Balance at 1 April 2010	58,578	39,789	710	-	99,077
Additions, separately acquired	3,960	-	-	-	3,960
Balance at 31 March 2011	62,538	39,789	710	-	103,037
Depreciation and impairment					
Balance 1 April 2010	(41,894)	(14,754)	(437)	-	(57,085)
Depreciation	(5,975)	(4,688)	(98)	-	(10,761)
Disposals	(3,136)	(48)	-	-	(3,184)
Balance 31 March 2011	(51,005)	(19,490)	(535)	-	(71,030)
Carrying amount 31 March 2011	11,533	20,299	175	-	32,008

19 Intangible assets

The Group has reviewed the trademarks and patents held. Any trademarks or patents that were held for markets where the Group has no plans to enter have been identified and the carrying values have been written off. The Group has reviewed the development costs for impairment for the year ended 31 March 2012. There was no impairment write off for the year ended 31 March 2012 (2011: \$18,817).

Group	Research and development	Trademarks and patents	Software	Total
Gross carrying amount				
Balance at 1 April 2011	1,611,226	395,600	36,340	2,043,166
Additions, separately acquired	-	23,962	4,947	28,909
Additions, internally developed	505,591	-	-	505,591
Disposals	-	(140,715)	(1,785)	(142,500)
Balance at 31 March 2012	2,116,817	278,847	39,502	2,435,166
Amortisation and impairment				
Balance at 1 April 2011	(498,588)	(189,460)	(32,120)	(720,168)
Amortisation	(305,397)	(29,802)	(2,503)	(337,702)
Impairment	-	-	-	-
Disposals	-	140,715	1,392	142,107
Balance at 31 March 2012	(803,985)	(78,547)	(33,231)	(915,763)
Carrying amount 31 March 2012	1,312,832	200,300	6,271	1,519,403

Group	Research and development	Trademarks and patents	Software	Total
Gross carrying amount				
Balance at 1 April 2010	1,217,342	364,500	36,340	1,618,182
Additions, separately acquired	-	31,100	-	31,100
Additions, internally developed	393,884	-	-	393,884
Balance at 31 March 2011	1,611,226	395,600	36,340	2,043,166
Amortisation and impairment				
Balance at 1 April 2010	(201,014)	(144,735)	(25,610)	(377,646)
Amortisation	(297,574)	(22,538)	(6,207)	(326,319)
Impairment	-	(18,817)	-	(18,817)
Disposals	-	(3,370)	(303)	(3,673)
Balance at 31 March 2011	(498,588)	(189,460)	(32,120)	(720,168)
Carrying amount 31 March 2011	1,112,638	206,140	4,220	1,322,998

The impairment model used to determine the value in use is based on the forecasts used to support the carrying value of the deferred tax asset. The key assumptions used are based on market evidence which are set out in Note 20.

In addition a pre tax discount rate of 20% has been applied to the cash flow forecasts together with a terminal growth rate assumption of 2%.

20 Deferred tax assets and liabilities

Deferred tax assets/ (liabilities) arising from temporary differences can be summarised as follows

Group	1-Apr-11	Recognised in profit or loss	31-Mar-12
Assets			
Tax losses	2,280,604	182,989	2,463,593
Liabilities	5,600	3,665	9,265
Employee benefits	24,560	18,695	43,254
	2,310,764	205,349	2,516,113

Group	1-Apr-10	Recognised in profit or loss	Effect of change in tax rate on temporary differences	31-Mar-11
Assets				
Tax losses	2,363,754	79,751	-	2,280,604
Liabilities	13,200	(7,200)	-	5,600
Employee benefits	27,179	(865)	-	24,560
	2,404,132	71,686	(165,055)	2,310,764

Company	1-Apr-11	Recognised in profit or loss	31-Mar-12
Assets			
Tax losses	197,052	38,078	235,130
Liabilities	-	8,400	8,400
Employee benefits	-	-	-
	197,052	46,478	243,530

Company	1-Apr-10	Recognised in profit or loss	Effect of change in tax rate on temporary differences	31-Mar-11
Assets				
Tax losses	132,896	78,232	-	197,052
Liabilities	-	-	-	-
Employee benefits	-	-	-	-
	132,896	78,232	(14,075)	197,052

Despite the loss incurred in the current financial year, the reasons for which are set out in Note 36, the Directors expect the tax losses to be realised in the foreseeable future. This expectation is based upon the assessable income being calculated from projected four year income statements based on a Board approved business plan, which has, as its key assumptions, the following

- Significant revenue growth from key existing customers,
- Revenue growth from new customers,
- Accelerating revenue growth in a new division Direct Sales,
- Emission reduction programmes in Victoria and New South Wales continuing in their current quantities for the foreseeable future,
- Gross margins maintained at existing levels,
- Operating expenses increasing in line with the growth in Direct Sales, and
- Foreign currency rates, particularly the Australian dollar rate used is 0.77

21 Trade and other payables

	Group 2012	Group 2011	Company 2012	Company 2011
Trade payables	1,053,390	483,166	-	-
Sundry accruals	382,701	2,882	30,650	600
Good and services tax	15,971	-	-	-
Total trade and other payables	1,452,062	486,047	30,650	600

22 Revenue received in advance

	Group 2012	Group 2011	Company 2012	Company 2011
Deposits from customers	97,773	69,858	-	-
Total revenue received in advance	97,773	69,858	-	-

23 Employee benefits

	Group 2012	Group 2011	Company 2012	Company 2011
Annual leave accruals	46,530	80,771	-	-
Sick leave accruals	11,534	2,882	-	-
Bonus accruals	96,519	60,944	-	-
Salary accrual	-	13,937	-	-
Total employee benefits	154,583	158,534	-	-

24 Convertible loans (unsecured)

Convertible loans (unsecured) include the following liabilities

	Group 2012	Group 2011	Company 2012	Company 2011
Convertible loans (unsecured)	-	657,437	-	657,437
Total convertible loans (unsecured)	-	657,437	-	657,437

Convertible loans (unsecured) Winteray introduced investors

The loans accrue interest at a compound rate of 12% per annum, calculated and accrued daily. The interest is paid quarterly. The repayment date for the Winteray introduced investors loan was overdue as at 31 March 2011 and was repayable on demand. The lenders have the option to convert their loans to equity at 30 cents per share.

The Winteray convertible loans were repaid during the year.

25 Convertible loans (secured)

Convertible loans (secured) include the following

	Group 2012	Group 2011	Company 2012	Company 2011
Convertible loans (secured)	-	336,479	-	336,479
Total convertible loans (secured)	-	336,479	-	336,479

Convertible loans (secured) Winteray

Winteray Capital Pty Limited loaned the sum of \$500,000 AUD (\$634,583 NZD) to Energy Mad Limited. The loan amount accrues interest at a compound rate of 10% per annum, calculated and accrued daily. The interest is capitalised until the loan is converted to shares or repaid. The loan was repayable on 24 July 2010.

The loan is secured by a charge over all the property of Energy Mad and Energy Mad Holdings Limited.

When Winteray Capital Pty Limited was placed in liquidation, the loan agreement was assigned to Winteray Limited on 10 March 2010.

The convertible loan can be converted to share capital at the option of the holder.

The Winteray convertible loan was repaid in full during April 2011. The security interest held by Winteray Limited was released on 31 March 2011 on expectation of this payment.

26 Assets and disposal groups classified as held for sale and discontinued operations

At the end of the 2011 financial year management decided to discontinue EcoSmartHomes Limited. EcoSmartHomes Limited was originally established to improve energy efficient in New Zealand homes under the Warm up New Zealand Heat Smart programme. There was a decision to close the business and focus on the sale of Ecobulbs.

Revenue and expenses have been eliminated from the profit and loss from the Group's continuing operations and are shown as a single line item in the Statements of Comprehensive Income.

	2012	2011
Revenue	138,997	4,260,705
Cost of sales	105,872	2,836,590
Gross profit	33,125	1,424,115
Total expenses	171,054	2,318,916
Results from operating activities	(137,929)	(894,801)
Finance income	11	23
Finance expenses	48,773	-
Net finance costs	(48,762)	23
Profit / (loss) before taxation	(186,691)	(894,778)
Income tax expense	-	-
Profit / (loss) from discontinued operations	(186,691)	(894,778)

The carrying amounts of assets and liabilities in this disposal group are recognised in the Statements of Financial Position and may be summarised as follows

	2012	2011
Current assets		
Cash and cash equivalents	2,179	21,869
Inventories	9,460	36,694
Trade and other receivables	6,894	241,265
Total current assets	18,533	299,828
Non current assets		
Property, plant and equipment	-	75,936
Total non current assets	-	75,936
Total assets	18,533	375,764
Current liabilities		
Trade and other payables	11,882	700,871
Revenue received in advance	-	119,605
Employee entitlements	-	2,094
Loans and borrowings	-	413,770
Total current liabilities	11,882	1,236,340
Total liabilities	11,882	1,236,340

EcoSmartHomes Limited is being retained to protect tax losses to offset future taxable income

The loan (Alpine Wear) was repaid during the year

The carrying values of trade and other receivables and trade and other payables are consider to be a reasonable approximation of fair value as all amounts as short terms

Cash flows generated by EcoSmartHomes Limited for the periods under review can be summarised as follows

	2012	2011
Operating activities	(716,084)	(1,221,382)
Investing activities	75,936	17,026
Financing activities	(413,770)	405,958
Cash flows from discontinued operations	(1,053,918)	(798,398)

27 Contributed equity

All ordinary shares have an equal right to vote, to dividends and to any surplus on winding up

	Group and Company 2012	Group and Company 2011
Shares issued and fully paid		
Beginning of the year	11,339,767	10,283,215
Share issue	5,076,500	1,091,915
Listing Expenses	(822,682)	(35,363)
Total shares authorised	15,593,585	11,339,767
Reconciliation of the Number of Shares		
Opening Shares on Issue	65,355,374	61,316,432
Shares Issued, Fully Paid at \$0 55 Per Share	-	-
Shares Issued, Fully Paid at \$0 30 Per Share	-	1,473,052
Shares Issued, Fully Paid at \$0 30 Per Share	-	500,000
Shares Issued, Fully Paid at \$0 24 Per Share	-	2,065,890
Share consolidation of 500 for every 1,000 shares (1 July 2011)	(32,677,684)	-
Shares issued, Fully Paid at \$1 00 Per Share	5,076,500	-
Total number of shares	37,754,190	65,355,374

The Group executed a share consolidation, effective from 1 July 2011, whereby 500 shares in every 1,000 shares were consolidated

The Group issued 5,076,500 new shares by way of new equity on the NZX on 18 October 2011

Each share has the same right to vote, to dividends and to any surplus on winding up

Costs associated with the IPO

	Group 2012	Group 2011	Company 2012	Company 2011
The total costs associated with the IPO can be analysed as follows				
Direct IPO costs	(822,682)	(35,363)	(822,682)	(35,363)
Total costs associated with IPO	(822,682)	(35,363)	(822,682)	(35,363)

The direct costs of the IPO include legal, accounting and tax due diligence and advice, prospectus design and printing, advertising, marketing, share registry and other expenses. The direct costs have been allocated and accounted for as a reduction in equity as follows:

	Group 2012	Group 2011	Company 2012	Company 2011
Reduction in equity	(822,682)	(35,363)	(822,682)	(35,363)

28 Earnings per share

Both the basic and diluted earnings per share have been calculated using the profit / (loss) for the year from continuing operations attributable to shareholders of the Company. No options to subscribe for securities have been or are granted in respect of the Company.

The weighted number of shares used is as follows:

		Group and Company 2012	Group and Company 2011
Weighted average number of ordinary shares	Basic	34,958,638	61,327,498
Conversion of convertible loans		-	8,263
Weighted average number of ordinary shares	Diluted	34,958,638	61,335,761

Earnings per share

Basic earnings per share

Profit / (loss) from continuing operations	(961,042)	814,692
Loss from discontinued operations	(186,691)	(894,778)
Total loss for the year	(1,147,733)	(80,086)

Earnings per share

Basic earnings per share

Profit / (loss) from continuing operations	(0.03)	0.01
Loss from discontinued operations	(0.01)	(0.01)
Total	(0.03)	(0.00)

Diluted earnings per share

Profit / (Loss) from continuing operations	(0.03)	0.01
Loss from discontinued operations	(0.01)	(0.01)
Total	(0.03)	(0.00)

29 Financial Instruments by category

The carrying amounts of financial instruments presented in the statement of financial position relate to the following categories of assets and liabilities

	Group 2012	Group 2011	Company 2012	Company 2011
Loans and receivables				
Cash and cash equivalents	585,748	115,975	-	-
Trade and other receivables	1,152,081	1,617,540	36,762	650,000
	<u>1,737,829</u>	<u>1,733,515</u>	<u>36,762</u>	<u>650,000</u>
 Other investments				
Equity investment in Fujian Ecobulb	1,353,424	1,353,424	-	-
Advances to subsidiaries	-	-	4,944,305	10,820,282
	<u>1,353,424</u>	<u>1,353,424</u>	<u>4,944,305</u>	<u>10,820,282</u>
 Other financial liabilities				
Other amortised cost				
Trade and other payables	1,463,944	1,186,918	30,650	600
Convertible loans (unsecured)	-	1,071,207	-	657,437
Convertible loans (secured)	-	336,479	-	336,479
	<u>1,463,944</u>	<u>2,594,604</u>	<u>30,650</u>	<u>994,516</u>

All financial instruments have been recognised according with the accounting policy in Note 4 10

30 Financial Instrument risks

Financial risk comprises market risk (interest rate risk and foreign exchange risk) credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise and adverse effects on the financial performance of the Group.

30.1 Market risk

30.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main interest rate risk arises from the borrowings on the Convertible loans as disclosed in Notes 24 and 25. The risk is managed by the Group by monitoring market interest rates and reviewing the impact of these on interest rate exposure. Fixed rates will be used if analysis determines that interest rates are likely to continue increasing.

The following table summarises the Group exposure to interest rate risk

Exposure to interest rate risk

2012

Group

Financial assets

Cash and cash equivalents
Trade and other receivables
Equity investment in Fujian Ecobulb

Weighted average effective interest rate	Variable interest rate	Non- interest bearing	Total
2.20%	545,847	39,901	585,748
N/A	-	1,152,081	1,152,081
N/A	-	1,353,424	1,353,424
	<u>545,847</u>	<u>2,545,406</u>	<u>3,091,253</u>

Financial liabilities

Trade and other payables
Convertible loans (unsecured)
Convertible loans (secured)

N/A	-	1,463,944	1,463,944
0.00%	-	-	-
0.00%	-	-	-
	<u>-</u>	<u>1,463,944</u>	<u>1,463,944</u>

Company

Financial assets

Cash and cash equivalents
Trade and other receivables
Advances to subsidiaries

N/A	-	-	-
N/A	-	36,762	36,762
3.00%	337,149	4,607,156	4,944,305
	<u>337,149</u>	<u>4,643,918</u>	<u>4,981,067</u>

Financial liabilities

Trade and other payables
Convertible loans (unsecured)
Convertible loans (secured)

N/A	-	30,650	30,650
0.00%	-	-	-
0.00%	-	-	-
	<u>-</u>	<u>30,650</u>	<u>30,650</u>

Exposure to interest rate risk

2011

Group

Financial assets

Cash and cash equivalents
Trade and other receivables
Equity investment in Fujian Ecobulb

Weighted average effective interest rate	Variable interest rate	Non- interest bearing	Total
-1.99%	(51,851)	167,826	115,975
N/A	-	1,617,540	1,617,540
N/A	-	1,353,424	1,353,424
	<u>(51,851)</u>	<u>3,138,790</u>	<u>3,086,939</u>

Financial liabilities

Trade and other payables
Convertible loans (unsecured)
Convertible loans (secured)

N/A	-	1,186,918	1,186,918
11.23%	1,071,207	-	1,071,207
10.00%	336,479	-	336,479
	<u>1,407,686</u>	<u>1,186,918</u>	<u>2,594,604</u>

Company

Financial assets

Cash and cash equivalents
Trade receivables
Advances to subsidiaries

N/A	-	-	-
N/A	-	650,000	650,000
N/A	-	10,820,282	10,820,282
	<u>-</u>	<u>11,470,282</u>	<u>11,470,282</u>

Financial liabilities

Trade and other payables
Convertible loans (unsecured)
Convertible loans (secured)

N/A	-	600	600
12.00%	657,437	-	657,437
10.00%	336,479	-	336,479
	<u>993,916</u>	<u>600</u>	<u>994,516</u>

30.3 Sensitivity analysis

In managing interest rate risks, the Group aims to reduce the impact of short term fluctuations on the Group's earnings. Over the longer term, however, changes in interest rates will affect reported profits.

The following tables summarises the impact of a 1% change in interest rates

Impact of Group	Effect on equity		Effect on net profit	
	2012	2011	2012	2011
1% increase in interest rates	5,458	(10,458)	5,458	(10,458)
1% decrease in interest rates	(5,458)	10,458	(5,458)	10,458

Company	Effect on equity		Effect on net profit	
	2012	2011	2012	2011
1% increase in interest rates	12,940	(9,939)	12,940	(9,939)
1% decrease in interest rates	(12,940)	9,939	(12,940)	9,939

30.4 Foreign exchange risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures being the United States Dollar (USD), Australian Dollar (AUD) and the European Community Euro (EUR). The Group is exposed to currency risk on the conversion of the trading results from subsidiaries operating in the United States of America and from doing business in Australia and Europe. The Group does not have a current hedging policy. Exposures to currency exchange rates arise from the Group's overseas sale and purchase commitments, which are primarily denominated in USD, AUD and EUR.

The following table details the Group's sensitivity to a 10% increase and decrease in the New Zealand dollar against the USD, AUD and EUR

Group	Effect on equity		Effect on net profit	
	2012	2011	2012	2011
10% increase in value of NZD vs USD, AUD and EUR	(14,327)	(20,140)	(14,327)	(20,140)
10% decrease in value of NZD vs USD, AUD and EUR	14,327	20,140	14,327	20,140

Company	Effect on equity		Effect on net profit	
	2012	2011	2012	2011
10% increase in value of NZD vs USD	(3,342)	-	(3,342)	-
10% decrease in value of NZD vs USD	3,342	-	3,342	-

30.5 Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. Financial instruments which potentially subject the Group to credit risk principally consist of cash and cash equivalents and trade and other receivables. The Group manages its exposure to credit risk by monitoring the credit quality of the financial institutions that hold its cash balances. The nature of the customer base is such that there is no individual customer concentration of credit risk.

The following tables summarise the Group's credit risk exposure to trade receivables

Credit risk - aging of receivables	Group 2012	Group 2011	Company 2012	Company 2011
Not past due	684,491	1,376,237	8,463	650,000
Past due 0-30 days	321,809	61,982	-	-
Past due 31-60 days	50,901	108,109	18,483	-
Past due 61-90 days	9,815	29,230	9,815	-
Past due more than 90 days	85,065	41,982	-	-
	1,152,081	1,617,540	36,762	650,000

	2012	2011	2012	2011
Gross trade receivables	1,152,081	1,617,540	36,762	650,000
Individual impairment	-	-	-	-
Collective impairment	-	-	-	-
Trade receivables (net)	1,152,081	1,617,540	36,762	650,000

All receivables are considered to be fully collectible therefore no impairment has been provided

30.6 Liquidity risk

Liquidity risk is the risk arising from the Group not being able to meet its obligations

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching this with the maturity profiles of financial liabilities.

30.7 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group considers only equity as capital.

Contractual cash flows for financial instruments with fixed maturity dates

2012 Group	Balance sheet	Total contractual cash flows	Less than 1 year	1-2 years	2-5 years	5 years +
Financial assets						
Cash and cash equivalents	585,748	585,748	585,748	-	-	-
Trade and other receivables	1,152,081	1,152,081	1,152,081	-	-	-
	1,737,829	1,737,829	1,737,829			
Financial liabilities						
Trade and other payables	1,463,944	1,463,944	1,463,944	-	-	-
Convertible loans (unsecured)	-	-	-	-	-	-
Convertible loans (secured)	-	-	-	-	-	-
	1,463,944	1,463,944	1,463,944			

Company	Balance sheet	Total contractual cash flows	Less than 1 year	1-2 years	2-5 years	5 years +
Financial assets						
Cash and cash equivalents	-	-	-	-	-	-
Trade and other receivables	36,762	36,762	36,762	-	-	-
	36,762	36,762	36,762			
Financial liabilities						
Trade and other payables	30,650	30,650	30,650	-	-	-
Convertible loans (unsecured)	-	-	-	-	-	-
Convertible loans (secured)	-	-	-	-	-	-
	30,650	30,650	30,650			

2011 Group	Balance sheet	Total contractual cash flows	Less than 1 year	1-2 years	2-5 years	5 years +
Financial assets						
Cash and cash equivalents	115,975	115,975	94,106	-	-	-
Trade receivables	1,617,540	1,617,540	1,617,540	-	-	-
	1,733,515	1,733,515	1,711,646			
Financial liabilities						
Trade and other payables	1,186,918	1,186,918	486,047	-	-	-
Convertible loans (unsecured)	1,071,207	1,088,447	1,088,447	-	-	-
Convertible loans (secured)	336,479	336,479	336,479	-	-	-
	2,594,604	2,611,844	1,910,973			

Company	Balance sheet	Total contractual cash flows	Less than 1 year	1-2 years	2-5 years	5 years +
Financial assets						
Cash and cash equivalents	-	-	-	-	-	-
Trade receivables	650,000	650,000	650,000	-	-	-
	650,000	650,000	650,000			
Financial liabilities						
Trade and other payables	600	600	600	-	-	-
Convertible loans (unsecured)	657,437	657,437	657,437	-	-	-
Convertible loans (secured)	336,479	336,479	336,479	-	-	-
	994,516	994,516	994,516			

31 Operating lease commitments

At 31 March 2012, the Group had operating lease commitments in respect of property. At 31 March 2012, total future minimum payments under non-cancellable operating leases were payable as follows:

Group	2012		2011	
	Total future minimum payments	Property & equipment	Total future minimum payments	Property & equipment
Less than one year	119,113	119,113	67,944	67,944
Between one and five years	85,281	85,281	50,888	50,888
More than five years	-	-	-	-
	<u>204,394</u>	<u>204,394</u>	<u>118,832</u>	<u>118,832</u>

Company	2012		2011	
	Total future minimum payments	Property & equipment	Total future minimum payments	Property & equipment
Less than one year	-	-	-	-
Between one and five years	-	-	-	-
More than five years	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

32 Statement of cash flows

Reconciliation of cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and in bank and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial year as shown in the cash flow statement is reconciled to the related items in the statement of financial position as follows:

Reconciliation of profit for the period to net operating cash flows

	Group		Company	
	2012 NZ\$	2011 NZ\$	2012 NZ\$	2011 NZ\$
Net profit / (loss) after tax from continuing operations	(961,042)	814,692	(9,661,806)	(196,614)
Adjustments for:				
Depreciation and amortisation	370,310	355,897	-	-
Investment loan capital repaid	-	(549,810)	-	-
Impairment in advances to subsidiaries	-	-	9,451,964	-
	<u>(590,732)</u>	<u>620,779</u>	<u>(209,842)</u>	<u>(196,614)</u>
Change in inventories	(1,388,721)	1,163,970	-	-
Change in trade & other receivables	(1,061,366)	949,764	(41,904)	-
Change in trade & other payables	989,801	(1,415,747)	29,968	(81,095)
Change in employee benefits	(3,951)	67,938	-	-
Change in deferred tax asset	(205,349)	93,368	(46,478)	(64,156)
Net cash from operating activities	(2,260,319)	1,480,071	(268,256)	(341,864)

33 Capital commitments

There were no capital commitments at 31 March 2012 (2011: \$nil)

34 Contingent assets and liabilities

34.1 Contingent assets

The Company generated 73,173 Verified Voluntary Carbon Units (VCU's) from New Zealand Household Energy Efficient Lighting Projects. The VCU's created were audited by Det Norske Veritas on the 13th November 2008. The Directors have assessed the carbon credits to have a value of \$6 per unit at year end. A summary of the number of carbon credit units sold since 13th November 2008 is listed below:

		Units	\$6 per unit Value
	13 November		
Verified carbon credits	2008	73,173	439,038
Less sold		(8,427)	(50,562)
Closing balance	31 March 2009	64,746	388,476
Less sold		(11,444)	(68,664)
Closing balance	31 March 2010	53,302	319,812
Less sold		(5,920)	(35,520)
Closing balance	31 March 2011	47,382	284,292
Less sold		(4,329)	(25,974)
Closing balance	31 March 2012	43,053	258,318

The company has a further 328,839 projected carbon credits relating to pre 2008, which have not been audited. The verified and projected carbon credits have not been recognised in the statement of financial position or statement of comprehensive income, as they do not meet recognition criteria.

34.2 Contingent liabilities

There were no contingent liabilities at 31 March 2012 (2011: nil). The Group issued \$500,000 of share capital to a new investor which remained unpaid at balance date. The Group made an undertaking to this investor that if the IPO on the NZX was not successfully completed by 31 March 2012 the shares will be repurchased from this investor. This is no longer required as the Company has listed.

35 Related parties

The Company entered into the following balances payable / receivable with its subsidiaries. These balances were impaired during the year resulting in balances due from subsidiaries. For terms and conditions refer below

Energy Mad NZ Limited

	Group	Group	Parent	Parent
	2012	2011	2012	2011
Advances to subsidiary	-	-	7,179,715	5,266,475
Impairment of advance	-	-	(5,562,490)	-
Due from subsidiary	-	-	1,617,225	5,266,475

Intellectual Property Energy Mad Limited

	Group	Group	Parent	Parent
	2012	2011	2012	2011
Advances to subsidiary	-	-	2,619,622	2,093,082
Impairment of advance	-	-	(1,037,002)	-
Due from subsidiary	-	-	1,582,620	2,093,082

Energy Mad Build Limited

	Group	Group	Parent	Parent
	2012	2011	2012	2011
Advances to subsidiary	-	-	2,214,784	2,674,836
Impairment of advance	-	-	(814,123)	-
Due from subsidiary	-	-	1,400,661	2,674,836

Energy Mad LLC (United States)

	Group	Group	Parent	Parent
	2012	2011	2012	2011
Advances to subsidiary	-	-	1,294,029	751,688
Impairment of advance	-	-	(956,880)	-
Due from subsidiary	-	-	337,149	751,688

EcoSmartHome Ltd (Discontinued)

	Group	Group	Parent	Parent
	2012	2011	2012	2011
Advances to subsidiary	-	-	1,088,119	34,201
Impairment of advance	-	-	(1,081,469)	-
Due from subsidiary	-	-	6,650	34,201

The amounts receivable / payable are unsecured and no guarantees are in place. No interest is charged on amounts owing between Group entities other than Energy Mad US LLC which pays interest on the Company advance at 3% per quarter (2011: nil).

The Directors have reviewed the individual subsidiary advances as at 31 March 2012 and compared these with the underlying assets of the subsidiaries. The Directors deemed the individual advances to be impaired and have written them down to their recoverable amounts for the year ended 31 March 2012 (2011: nil).

The impairment loss was recognised in the statement of comprehensive income.

The Group and Company entered into the following transactions and had balances payable/receivable with the following related parties:

Receivables due from related parties

	Transaction value for year 2012	Transaction value for year 2011	Balance outstanding 2012	Balance outstanding 2011
Chris Mardon	1,586	22,371	23,957	22,371
Thomas Mackenzie	821	20,865	21,686	20,865

The executive Directors expect to repay these balances by the 30th September 2012.

Trade payables to related parties

	Transaction value for year 2012	Transaction value for year 2011	Balance outstanding 2012	Balance outstanding 2011
Fujian Yongdeji Group Co Limited	4,107,234	4,140,729	869,092	(64,431)

Energy Mad Limited purchases Ecobulbs from Fujian Yongdeji Group Co Limited.

Loans from related parties

	Loan 2012	Interest Paid 2012	Balance outstanding 2012	Balance outstanding 2011
Mackenzie Clan Family Trust	150,000	5,795	-	-

During the period the Mackenzie Clan Family Trust advanced a short term loan of \$150,000 to the Group. Thomas Mackenzie has a beneficial interest in this trust. Interest was charged at 10% and the interest and loan balance were repaid in full during the period.

Key management personnel remuneration

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group, and include the Managing Director and his direct reports. The following table summarises remuneration paid to key management personnel.

Key management personnel remuneration

	2012	2011
Short-term employee benefits	1,280,663	837,631

Other related parties

Andrew Plympton and Andrew Meehan are Directors of Energy Mad Limited and were Directors of Intermoco Limited, a shareholder of Energy Mad Limited

Andrew Plympton resigned from his position as Director of Intermoco Limited on 29 April 2011

Andrew Meehan resigned from his position as Director of Intermoco Limited on 23 November 2011

Christopher Mardon and Thomas Mackenzie are Directors of Fujian Yongdeji Group Co Limited

An agreement was entered on 31 March 2011 where Energy Mad Build Limited was repaid 25% of the loan advance and 25% of the share capital by YDJ as disclosed in Note 17. The funds from the share capital and loan advance repayments were offset against an accounts payable balance in Energy Mad Limited that was owing to Fujian Ecobulb. The balance of the cash payment received was \$473,234.

36 Comparison against prospectus forecast

Actual amounts presented are from the full year financial statements and as such include part year costs of the pre-IPO costs along with part year reflection of the higher costs due to operating as a listed company

Statement of comprehensive income	Actual	IPO	Diff
For the year ended 31 March 2012	\$	\$	\$
Revenue from ecobulb projects	5,509,896	11,492,770	(5,982,874)
Revenue from ecobulb retail sales	87,001	586,560	(499,559)
Revenue from ecobulb direct installation	214,570	1,196,800	(982,230)
Other revenue	397,165	340,000	57,165
Total revenue	6,208,632	13,616,130	(7,407,498)
Cost of sales	(3,804,964)	(7,075,080)	3,270,116
Gross profit	2,403,668	6,541,050	(4,137,382)
Total operating expenses	(3,133,051)	(3,010,480)	(122,571)
EBITDA	(729,383)	3,530,570	(4,259,953)
Depreciation & amortisation	(370,310)	(392,890)	22,580
EBIT	(1,099,693)	3,137,680	(4,237,373)
Interest revenue & expense	(66,698)	(28,750)	(37,948)
Net profit / (loss) before tax	(1,166,391)	3,108,930	(4,275,321)
Tax expense	205,349	(951,200)	1,156,549
Net profit / (loss) after tax from continuing operations	(961,042)	2,157,730	(3,118,772)
Profit/(loss) from discontinued operations	(186,691)	(15,100)	(171,591)
Net profit/(loss) after tax	(1,147,733)	2,142,630	(3,290,363)

Section 4.5 of the Specific Assumptions (pages 57 and 58) of the Company's IPO Prospectus listed ten key assumptions underlying the projected revenues from the sale of Ecobulbs

The first nine of those key assumptions remained broadly valid for the financial year ended 31 March 2012. The lower than forecast results were due to cash constraints prior to the IPO that delayed fulfilling large Australian Ecobulb orders, unexpected delays in the manufacture of Energy Mad's Ecobulb Downlights in China, obtaining 20,000-hour accreditation for its "spiral" Ecobulb in Australia, and the time taken to secure a substantial customer in a key overseas market.

The tenth assumption included an assumption that the Group would successfully complete its current negotiations regarding retail relationships with two nationwide retail chains in New Zealand in the second half of 2011, and with one nationwide retail chain in Australia

The Group focused its retail resourcing on securing the United States Walgreen opportunity and the large potential of 8,200 store nationwide retail distribution. An initial stocking order worth \$1.7 million was received on 24 May 2012. This opportunity limited the Group's focus in pursuing retail distribution in New Zealand and Australia.

Cost of goods sold was lower than forecast as a result of the revenue shortfall as explained above and higher freight costs.

Gross profit was lower than forecast as explained above due to higher margin Ecobulb Downlights not being delivered on time, the mix of products sold and higher than expected freight costs.

Total operating expenses were higher than forecast and broadly in line with expectations.

EBITDA was lower than forecast as a result of the explanations above.

EBIT was lower than forecast as a result of the explanations above and lower than expected depreciation and amortisation expense.

Net profit / (loss) before income tax was lower than forecast primarily due to gross margin shortfall and higher than expected operating expenses and net interest costs.

Taxation expense was lower than forecast due to lower than expected earnings.

Net profit / (loss) after tax from continuing operations was lower than forecast as a result of the explanations above.

Profit / (loss) from discontinued operations were higher than forecast due to higher than expected time taken to close the operation.

Net profit / (loss) after tax was lower than forecast as a result of the explanations above.

Summary statement of financial position	Actual	Forecast	Difference
As at 31 March 2012	2012	2012	2012
	NZD	NZD	NZD
Current assets	3,613,085	8,953,520	(5,340,435)
Non current assets	5,503,978	4,569,200	934,778
Current liabilities	1,716,300	2,737,180	(1,020,880)
Non current liabilities	-	-	-
Share capital	15,593,585	15,739,767	(146,182)
Retained earnings and reserves (losses)	(8,192,822)	(4,954,227)	(3,238,595)

Current assets were lower than forecast due to revenue shortfalls as explained above impacting cash, trade and other receivables. Part of the reduction in cash is lower than expected customer deposits which has been offset by an increase in inventory to ensure sales orders could be fulfilled more efficiently.

Non current assets were higher than forecast due to a higher deferred tax asset as a result of lower earnings. Partly offset by a reduction in intangible assets due to cost capitalisation being lower than expected.

Current liabilities were lower than forecast due to lower than expected trade and other payables and lower than expected revenue received in advance (customer deposits).

Share Capital was lower than forecast due to slightly higher capital raised offset by higher issue costs.

Retained earnings and reserves (losses) were lower than forecast due to lowered earnings after tax.

Statement of cash flows	Actual	Forecast	Difference
As at 31 March 2012	2012	2012	2012
	NZD	NZD	NZD
Net Cash flows from operating activities	(2,976,403)	2,663,670	(5,640,073)
Net Cash flows from investing activities	(82,041)	(361,800)	279,759
Net Cash flows from financing activities	3,496,132	3,642,310	(146,178)
Net increase / (decrease) in cash	437,688	5,944,180	(5,506,492)
Cash at beginning of period	94,106	94,110	(4)
Effect of foreign exchange rates	51,775	-	51,775
Cash at end of period	583,569	6,038,290	(5,454,721)

Net Cash flows from operating activities were lower than forecast due to lowered receipts from customers, lower payments to suppliers (cost of goods sold), and higher than forecast payments for discontinued activities.

Net Cash flows from investing activities was lower due to lower investment in intangible assets and higher asset sales from discontinued activities

Net Cash flows from financing activities were lower than forecast due to higher issue costs offset by higher than forecast share capital raised

Effect of foreign exchange rates is higher than forecast due to movement in New Zealand dollar and United States dollar exchange rates

The lower profit result contributed to lowered receipts from customers in operating activities, with also lower fixed and intangible assets spend in investing activities, combined with reduced loan repayments, offset by higher issue costs in the financing activities

37 Subsequent events

The Directors are not aware of any other material matters or circumstances since the end of the reporting period, not, otherwise dealt with in the financial statements that have significantly or may significantly affect the operations of the Group

Corporate Governance

The role of the Board

The Board of Directors is elected by shareholders to govern Energy Mad Limited (the Group) in their interests. The Board is responsible for setting the strategic objectives of the Group and for supervising the Group's management for the benefit of the shareholders. The specific responsibilities of the board including

- Ensuring the Group complies with all the legal and regulatory requirements including compliance with NZX Listing Rules,
- Working with management to set the strategic objectives and direction of the Group,
- Supervising and monitoring the management of the Group to achieve the strategic objectives, and to direct the business and financial performance of the Group, and
- Establishing and overseeing succession plans for the Group's key executive positions

The Board is responsible for ensuring the Group is properly managed in order to protect and enhance Shareholders' interests. The Directors take this responsibility seriously and, to this end, the Board has adopted a Board charter which sets out to enhance investor confidence through corporate governance and accountability. The Board has also established a Code of Ethics including provisions relating to conflicts of interest, corporate information and property, compliance with laws, regulations and policies and Directors' obligations.

Delegation of Authority to the Managing Director

The formulation and implementation of policies and reporting procedures for management has been delegated to the Managing Director as formal delegation terms. The Board's delegation of the conduct of the day to day affairs of the Group to the Managing Director is made within these terms. The Board monitors those delegations. The Managing Director in turn implements a Delegation of Authority Policy which sets limits on certain decision making and achieves individual accountability.

Membership size and composition

The Board comprises six Directors, being a non-executive Chairman, two Executive Directors and three non-executive Directors. The Board has a broad range of energy, financial, sales, business and other skills and expertise necessary to meet its objectives.

Selection and role of Chairman

The Chairman is elected by the Board from the non-executive Directors. The Board supports the separation of the role of Chairman and Managing Director. The Chairman's role is to manage the Board effectively, to provide leadership to the Board and to facilitate the Board's interface with the Managing Director.

Director independence

The Board Charter requires that at a minimum of two Directors be "independent". The Board has also agreed that the Chairperson shall be independent and cannot also be the Managing Director. At least two of the Directors shall be ordinarily resident in New Zealand.

As required by the NZSX listing rules, the Group's approach to Director independence is to have regard for relationships that could (or could be perceived to) materially interfere with the independent judgement of a Director. The NZSX listing rules provide guidance as to the types of relationship that constitute "material relationships affecting independence or the perception of independence".

The Board will review a Director's independence in light of information that indicates the Director may have a material relationship with the Group. For this reason the Directors are required to advise the Board of any new or changed relationships.

The Board considers that Richard Ramsay, Phillip James, Andrew Meehan and Andrew Plympton to be independent. The Board determined that Christopher Mardon and Thomas Mackenzie not independent by virtue of their executive responsibilities.

Conflicts of interest

The Board Charter outlines the Board's policy on conflicts of interest. Where conflicts of interest do exist at law, Directors excuse themselves from discussions and do not receive the relevant paper in respect of those interests. In accordance with the relevant stock exchange listing rules, they will not exercise their right to vote in respect of such matters.

Nominations and appointment

From time to time the Board will review the composition of the Board and the Board will have the opportunity to consider candidates for appointment. To be eligible for selection the candidates must demonstrate appropriate qualities and experience. Directors will be selected based on a range of factors including the perceived needs of the Board at the time.

Board Committees

Board Committees may be established in order to facilitate effective decision making. Committees do not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.

The current Committees of the Board are the Audit and Risk Management Committee and the Remuneration and Nomination Committee. An individual charter exists for each Committee. Other Committees may be created from time to time to examine or have the delegated authority to deal with specific issues on behalf of the Board.

All Committee members and the Chairperson of the Committee are appointed by the Board.

Director remuneration

The Directors' remuneration is paid in the form of Directors' fees. The Board may determine that additional allowances be paid to a Director, as appropriate, to reflect additional services provided to the Group by that Director. The total fees available to be paid to Directors are subject to shareholder approval. The Remuneration and Nominations Committee reviews the remuneration of Directors based on criteria developed by that Committee.

Board access to information and advice

A Committee or individual Director may retain and consult with external advisers at the Company's expense where the Committee or individual deems it necessary to carry out its, his or her functions, with the approval of the Chairperson of the Board.

Non-executive Directors are not employees of the Group. Non-executive Directors are entitled to rely on the Group's executives, in relation to matters within their responsibility and area of expertise and may assume the accuracy of information provided by such persons, so long as the Director is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

The Board may rely upon information provided by Board Committees and their members in relation to matters within that Board Committee's delegated responsibility, provided that the Board has evaluated the information and is not aware of any reasonable basis upon which to question its accuracy

Director education

The Board seeks to ensure that any new Directors are introduced to management and the business and acquainted with relevant industry knowledge and receive copies of appropriate Group documents to enable them to perform their role

All Directors are expected to remain current on how to best discharge their responsibilities as Directors including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices

Directors' shares' ownership

All non-executive Directors are encouraged to hold shares in Energy Mad Limited

Directors are subject to limitations on their ability to buy and sell Energy Mad Limited shares by the Group's Insider Trading Policy and the Securities Market Act 1988. Directors cannot buy and sell Energy Mad Limited shares during the black-out periods from 1 February to the announcement of the Group's half-year results and from 1 September to the announcement of the Group's full year results. All trading is subject to prior approval of the Chairperson (or in the Chairperson's case by the Chairperson of the Audit and Risk Management Committee). All changes in the shareholdings of Directors are reported to the Board and the NZX.

Board meetings

To enable appropriate review of Board materials, Directors receive materials approximately five days in advance of meetings for items to be acted upon, except in the case of special meetings for which the time period may be shorter due to the urgency of the matter under consideration.

The Board normally meets at least eight times per year.

The Board encourages the Managing Director to bring employees to Board meetings who can provide additional insight into the items being discussed because of their involvement in those matters. All Directors have access to employees to discuss issues or obtain further information on specific matters as they feel appropriate.

The Board meets regularly in executive session without management present.

Audit independence

One of the main purposes of the Audit and Risk Management Committee is to ensure the quality and independence of the audit process. The Chairman of the Committee and Chief Financial Officer work with the external auditors to plan the audit approach. All aspects of the audit are reported back to the Committee and the auditors are given the opportunity at Committee meetings to meet in executive session with the Board.

Ethics

This Code outlines the Company's expectations for all Group Directors and employees in professional behaviour, and includes the conflicts of interest, code of conduct, gifts, confidentiality, corporate opportunity and use of the Group's assets and information policies.

Disclosures

Entries Recorded In The Interests Register

The following are particulars of entries made in the Interests Register for the period 1 April 2011 – 31 March 2012

Directors' interests Directors disclosed interests, or cessations of interest, in the following entities pursuant to section 140 of the Companies Act 1993 during the year ended 31 March 2012

Interest Register

Phillip James

Legal and beneficial owner of 41,000 shares in Energy Mad Limited

Christopher Mardon

10,250,000 shares in Energy Mad Limited via Mardon Family Holdings Limited of which Chris is a Director

Legal owner of 139,050 shares in Energy Mad Limited

Thomas Mackenzie

10,360,000 shares in Energy Mad Limited via Mackers Family Holdings Limited of which Tom is a Director

Legal owner of 50 shares in Energy Mad Limited

Andrew Plympton

Legal and beneficial owner of 37,000 shares in Energy Mad Limited

Richard Ramsay

Netcon Limited	Director
Alpine Energy Limited	Director
Rockgas (Timaru) Limited	Director
Salmon Smolt New Zealand Limited	Director
Pukaki Airport Board	Board Member

12,000 shares in Energy Mad Limited jointly held with Vicky Alias Mathias

Legal owner of 25,000 shares in Energy Mad Limited

Share dealings of Directors

The Directors disclose, pursuant to section 148 of the Companies Act 1993, the following acquisitions and disposals of relevant interests in Energy Mad Limited shares during the year ended 31 March 2012

Share dealings of Directors	Date of acquisition / disposal	Consideration per share	Number of shares acquired/(disposed)
Mackers Family Holdings Limited (Thomas Mackenzie)	17/10/2011	\$ 1 00	110,000
Richard Ramsay	17/10/2011	\$ 1 00	12,000
Christopher Mardon	17/10/2011	\$ 1 00	139,000
Richard Ramsay (jointly held with Vicky Alias Mathias)	17/10/2011	\$ 1 00	25,000
Phillip James	17/10/2011	\$ 1 00	41,000
Andrew Plympton	17/10/2011	\$ 1 00	37,000

Shareholdings of Directors as at 31 March 2012	Shares
Thomas Mackenzie (via Mackers Family Holdings Limited)	10,360,000
Christopher Mardon (via Mardon Family Holdings Limited)	10,250,000
Thomas Mackenzie	50
Christopher Mardon	139,050
Andrew Plympton	37,000
Richard Ramsay (jointly held with Vicky Alias Mathias)	12,000
Richard Ramsay	25,000
Phillip James	41,000

Remuneration of Directors

Details of remuneration and the value of other benefits received by each Director of the Group during the financial year ended 31 March 2012 are as follows

	Fees	Additional Benefits	Salary
Richard Ramsay	50,959	-	-
Andrew Plympton	58,590	-	-
Phillip James	67,769	-	-
Andrew Meehan	37,531	-	-
Thomas Mackenzie	-	32,365	263,075
Christopher Mardon	-	35,757	313,420
Total Director fees and salary	214,850	68,122	576,495

Employee remuneration

The following table shows the number of employees (including employees holding office of Directors of subsidiaries) whose remuneration and benefits for the year ended 31 March 2012 are within the specified bands above \$100,000. The remuneration figures shown in the table include all monetary payments actually paid during the course of the year ended 31 March 2012

Number of employees	2012	2011
\$100,000 - \$109,999	2	1
\$110,000 - 119,999	1	-
\$140,000 - 149,999	2	-
\$170,000 - 179,999	1	-
\$260,000 - \$269,999	-	2
\$290,000 - \$299,999	1	-
\$340,000 - \$349,999	1	-

Analysis of shareholding	Number of holders	Number of shares	% of issued capital
1 to 1000	81	74,761	0.20
1,001 to 5,000	267	900,000	2.38
5,001 to 10,000	90	826,006	2.19
10,001 to 100,000	74	2,274,618	6.03
100,001 and over	19	33,678,805	89.21
Total	531	37,754,190	100.00

Rank	Shareholder rank and name	Holding	% of issued capital
1	Mackers Family Holdings Limited (Thomas Mackenzie)	10,360,000	27.44
2	Mardon Family Holdings Limited (Christopher Mardon)	10,250,000	27.15
3	Capital Trading and Holding Corporation	3,125,000	8.28
4	John Robert Hewson	1,900,000	5.03
5	New Zealand Central Securities Depository Limited	1,532,945	4.06
6	Roa Investments Limited	1,010,000	2.68
7	Mingela Pty Limited	1,000,000	2.65
8	Mingela Pty Limited (Bisw as Superannuation Fund)	1,000,000	2.65
9	Nessock Custodians Limited	628,034	1.66
10	Greenfleece Holdings Pty Limited	560,741	1.49
11	Bruce George Flested	500,000	1.32
12	Intermoco Limited	402,778	1.07
13	Longway Industries Co	400,000	1.06
14	Toocooya Nominees Limited	250,000	0.66
15	Saxonmac Pty Limited	227,450	0.60
16	Raphael Chaikin	150,000	0.40
17	Christopher Mardon	139,000	0.37
18	Ron Spence	122,857	0.33
19	Woodward Partners Limited	120,000	0.32
20	Alpine Wear New Zealand Limited	100,000	0.26

Substantial security holders

According to notices given under the Securities Market Act 1988 the following persons were Substantial security holders in Energy Mad Limited as at 31 March 2012 in respect of the number of voting securities set opposite their name

Substantial security holders	Number of shares
John Robert Hewson	1,900,000
Capital Trading and Holding Corporation	3,125,000
Mardon Family Holdings Limited (Christopher Mardon)	10,250,000
Mackers Family Holdings Limited (Thomas Mackenzie)	10,360,000



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC030886

UK Establishment No. BR015948

The Registrar of Companies hereby certifies that

ENERGY MAD LIMITED

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **11th July 2012.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES