

OUR MISSION

TO BE A KEY PLAYER IN THE
INTERNATIONAL MISSION OF
REDUCING THE IMPACT OF
GLOBAL WARMING BY.....



EMPOWERING
EVERY CITIZEN OF THE WORLD
WITH THE KNOWLEDGE & ABILITY
TO USE PRODUCTS THAT SAVE POWER



USING RENEWABLE ENERGY PRODUCTS
IN DAY TO DAY LIFE

BECAUSE

“ I AM MYSELF

&

WHAT IS AROUND ME,
AND IF I DO NOT SAVE IT,
IT SHALL NOT SAVE ME “.





Message from Chairman

To all my fellow Eendians (Epic Energy Indians)

As we come to the end of the first decade of the twenty-first century, the World Community as a whole faces one of the stiffest challenges ever faced by mankind: the dangerously shifting sands of climate change that bring with them the devastating threat of floods, draught, food and water scarcity. The persistently increasing battering that the atmosphere is getting from increased emissions of greenhouse gases on account of our "progress" is already making its impact felt across the world with rising water levels, failed monsoons, unpredictable changes in weather conditions and negative impact on agricultural production.

Whilst the world community continues to debate on "who is responsible" and "who should do what" to improve an alarmingly deteriorating situation, (the next such global debate is scheduled to be held in Copenhagen in December), it would be worth our while to pause, step back and view the situation as individuals from our personal perspectives. We have traditionally been taught to be socially responsible, but this social responsibility has rarely, if ever, transcended to be inclusive enough to bring the Ecology within its ambit. It is probably high time that we start testing our "Ecology Quotient" along with the traditional Intelligence Quotient and Emotional Quotient.

At Epic Energy, we believe that our Ecological Quotient, or "EcQ" as we now call it, is a quotient that you derive by first arriving at the product of two things: a) Your Energy Reduction Measures (Er) multiplied by Your Natural Resources Conservation Measures (NRc) and then dividing this product by Your Carbon Footprint. Simply put, this can be depicted in an arithmetical formula as follows:

$$EcQ = \frac{E^r + Nr^c}{C^f}$$

A quotient of more than 1 (one) indicates a positive contribution to the Ecology and a quotient of less than 1 (one) indicates a negative contribution to the Ecology

We vigorously continue our efforts to make our customers Ecologically Smart, through our Energy Efficiency practice and Renewable Energy projects. We firmly believe that a Green future is the only sustainable future. And we are happy to say that our efforts are bolstered by the proactive approach of the Ministry of New and Renewable Energy and the Bureau of Energy Efficiency. The Action Plan on Climate Change announced by the Prime Minister is also a very positive step forward. The recently announced plans to set up a domestic platform for trading in CERs will also help boost the Energy Efficiency efforts of consumers, making capital investment more attractive and viable.

World leaders will continue to confabulate, and whilst they do so, let us be leaders in our own right and give Climate Change a whole new, and positive, meaning. I appeal to each one of you to become Ecological Citizens of India. And this does not take great effort. All we have to do is be extra vigilant in our use of Energy and pay extra attention to ensure that we conserve

all natural resources as much as we can. We also need to keep a close watch on our individual carbon footprint. This is simply done by "buying smart": use products and services that are least harmful to the ecology.

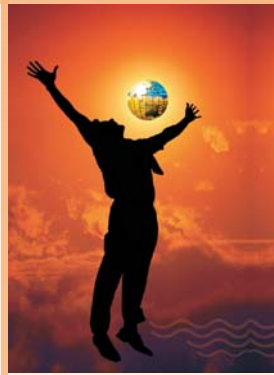
As they say, if you want change, be the change, then and then only will change take place. Test your EcQ and then improve upon it. Do your bit for the Ecology.

Warm Regards

NIKHIL MORSAWALA
Chairman

Yes, I want to become an Ecological Citizen.....Register me now!!"

At Epic, we will shortly put up a website which will help you determine your EcQ by measuring your Er and NRc. The website will also assist you in improving your EcQ by suggesting suitable measures. To become a member of the Ecological Movement and to have access to the website, please send your email request to ecocitizen@epicenergy.biz. At the appropriate time we will provide you with user access to the relevant website. Membership is free.





Nikhil Morsawala, Chairman and V. Chandrasekhar, Executive Director at the Inauguration of 'EPIC-ICLEI Energy Resource Centre', Coimbatore, by commissioner, Coimbatore Municipal Corporation.



V. Chandrasekhar, Executive Director explaining the features of EPIC's Product to the delegates at the Resource Centre.



V. Chandrasekhar, Executive Director addressing the Stake Holders meeting for CDM Project in Madurai.

Energy Efficiency.....

The C + S = R Product Components

Conserve: Energy and Water.

- a. Major costs of businesses include energy costs. Epic is a pioneer in implementing technology that helps businesses to optimize their energy costs. Powered by a team of Energy Specialists including Energy Auditors and Electrical and Electronic Engineers with decades of experience, Epic has a highly scientific approach to appraising the energy needs of every business. Beginning with Energy Audits and ending with actual implementation of solutions suggested by the Audit, Epic provides all these services under one umbrella. Epic has in-house proven technology which removes inherent inefficiencies in the Energy Systems of businesses. Reduction in Energy Consumption between 10 and 35 percent has been established consistently by Epic's products in its various installations in Street Lights, Hotels, Hospitals, Commercial Establishments and Industrial Establishments.
- b. Water : This is another Natural Resource which is fast becoming a major cause for concern for environmentalists. Drinking Water supply worldwide is fast depleting and droughts and famines are causing social unrest worldwide. Important components of Water Resource Management include Water Recycling and Rain Water Harvesting. Epic has a team of specialists who advise businesses on these two critical aspects of Water Management.



Return on Investment : Reaping the Rewards of Conservation and Sustainable Development.

Epic's Solutions clearly lay down a Measurement and Verification Protocol which enables investors to measure the Return on Investments. These returns are mainly in the form of reduced energy bills which enable the investor to recover their investments and thereafter reap the rewards on a consistent basis. Payback periods range from 11 months to 36 months.



Sustain : Renewables : Solar and Wind

Sustainable Development means ensuring that Economic Development does not take place at the cost of depriving future generations of depleting Natural Resources. Epic has a Renewable Energy Division which specializes in providing Solar and Wind solutions for Street Lights, Water Heating, Home Lighting, Office Lighting and Hoardings.



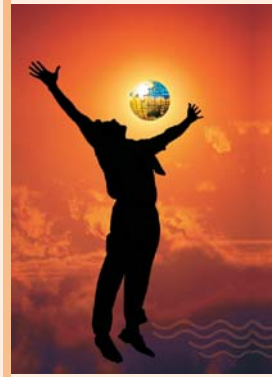
Conserve + Sustain Green Buildings

The Government of India has recently issued the Energy Conservation Building Code (ECBC), which lays down certain Energy Conservation Norms to be followed by all Buildings. Epic has an in-house Energy Design and Systems Division which has expertise in Designing Green Buildings, incorporating the latest Energy Conservation Technologies and factoring in Renewable Energy to its optimum.

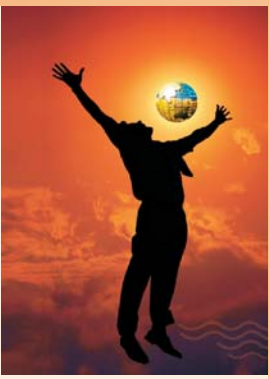


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www.epicenergy.biz



EPIC ENERGY LIMITED
www.epicenergy.biz



Guaranteed Savings of 15% to 30%



EPIC'S POWER RANGE OF PRODUCTS
Profit Optimization With Energy Reduction

POWER SAVER



APFC PANEL

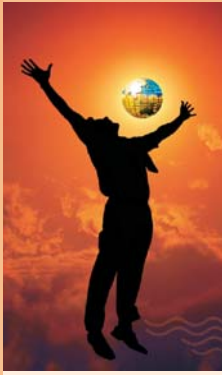


SERVO STABILIZER



SOLAR PRODUCTS





EPIC TEAM



Nikhil Morsawala
Chairman



V Chandrasekhar
Executive Director



Mihir Shah
President - IT & Automation



Divyang Shah
General Manager - Works



P Sampath Kumar
Head - R &D



R. S. Senthil Kumar
Head - Operations (South India)



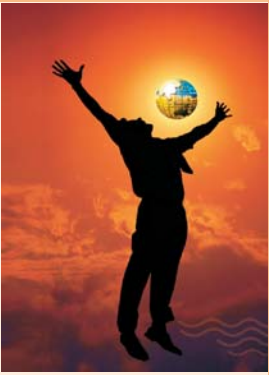
A. Ramasamy
Head - HR



Sumay Gokani
Vendor Management(International)



C. S. Nigre
Vendor Management(Domestic)



EPIC ENERGY stall at CREDA - BEE Seminar at Raipur, Chattisgarh.



V. Chandrasekhar, Executive Director giving presentation at the state level designated 'Customers Meet' organized by CREDA and BEE in Raipur, Chattisgarh.



V. Chandrasekhar, Executive Director EPIC ENERGY receiving Memento from Mr. Sanjeev Jain of CREDA., Raipur, Chattisgarh

BOARD OF DIRECTORS

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL SANJAY GUGALE
Independent Non-Executive Director Independent Non-Executive Director

V CHANDRASEKHAR
Executive Director



KEY MANAGEMENT PERSONNEL

V CHANDRASEKHAR Executive Director	MIHIR SHAH President - IT & Automation
DIVYANG SHAH General Manager - Works	P SAMPATH KUMAR Head R & D
P SENTHIL KUMAR Head - Operations (South India)	A RAMASAMY Head - HR
SUMAY GOKANI Vendor Management(International)	C. S. NIGRE Vendor Management(Domestic)

OUR ENGINEERING TEAM

Deenanath Sahani	Satish Mahajan
Haresh Mankame	Amulya Kumar Sahu
Manoj Mistry	B. Sridher
Ganesh Dumbre	Mangesh Bahutule
Vijay Raorane	Gurmeet S Sandhu
Manish Shah	Prakash Pawar
Nikunj Patel	Dinesh Mazi
Sibi K. P	Suresh Solanki

AUDITORS

PARIMAL BHOGALE

REGISTRARS AND SHARE TRANSFER AGENTS

ADROIT CAPITAL SERVICES PVT. LTD.

BANKERS

AXIS BANK
BANK OF INDIA

REGISTERED OFFICE:

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Andheri (E), Mumbai 400 069 • Tel: +91 22 2682 2238

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NAVI MUMBAI WORKS

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Email: info@epicenergy.biz

National Offices at Hyderabad, Coimbatore, Raipur, Goa, Mangalore, Kozhikode, Salem
International Offices at U.S.A, U.A.E.



MANAGEMENT DISCUSSION AND ANALYSIS

A. INDUSTRY STRUCTURE AND DEVELOPMENTS

There is a vast scope for Energy Efficiency improvement in the country. Energy Efficiency (EE) measures bring about energy savings due to reduced energy consumptions. Energy savings are determined by comparing energy baseline with energy consumed after implementation of EE measures. Energy Audit studies have revealed a saving potential to the extent of 40 percent in end use such as lighting, cooling, ventilation, refrigeration etc. Juxtaposed against the peak power shortage of 14 percent in the country, it is clear that appropriate emphasis on Energy Efficiency can go a long way not only in solving the power shortage in the country, but can immensely reduce the carbon footprint of the country as a whole.

Considering the vast potential of energy savings and benefits of energy efficiency, the Government of India enacted the Energy Conservation Act, 2001 (52 of 2001). The Act provides for the legal framework, institutional arrangement and a regulatory mechanism at the Central and State level.

The Ministry of Power has announced the Energy Conservation Building Code (ECBC), the implementation of which is voluntary for the current year and will be made compulsory from the next financial year. The code makes the issue of occupancy and completion certificates to new buildings conditional on the buildings adopting measures to be energy efficient.

The Ministry of New and Renewable Energy has also announced and begun implementation of the Solar Cities Program, under which it plans to identify 60 cities in India as Solar Cities. The broad aim of the Program is to ensure that 10 percent of the energy demand of the Solar Cities is met out of New and Renewable Energy Sources or is reduced by adopting Energy Efficiency measures. To facilitate the implementation of the plan, the MNRE has enlisted 26 companies as recognized consultants for preparing the Master Plan and for implementing the same. Details are available on the MNRE website (www.mnes.nic.in).

The overall energy efficiency investment market size under ESCO or Performance Contracting system in India has been estimated by the ADB study project team at Rs 140 billion (Rs 14,000 crores) and has the potential to save about 54 billion units of electricity annually.

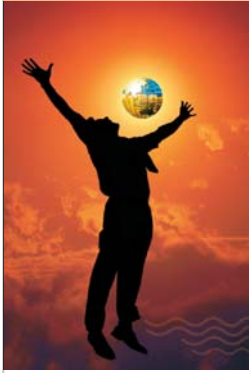
A recent study by the Mumbai Energy Alliance has pegged the technical potential for energy conservation (including ESCOs) just in the city of Mumbai alone at over 1,900 MW, translating into an investment potential of nearly Rs. 5,280 crores.

B. DELIVERY MECHANISMS FOR ENERGY EFFICIENCY SERVICES

The above mentioned potential is largely untapped, partly due to the perceived lack of effective delivery mechanisms for energy efficiency. Performance contracting through Energy Service Companies is an innovative delivery mechanism for overcoming the barriers faced by energy users. Energy Efficiency initiatives are executed by companies referred to as Energy Services Companies or ESCOs. These companies specialize in energy audit and implement energy efficiency practices in a particular organization.

The ESCO business model is relatively new in India, and there are very few ESCOs in the country. An exercise for expanding the number of existing ESCOs through an open invitation and evaluation process was taken up by the Bureau of Energy Efficiency (BEE), whereby 37 ESCOs were found to be eligible for short listing. An accreditation exercise of these ESCOs, in terms of success in implementation of energy efficiency projects, ability of technical man-power, and financial strength to invest in such projects was carried out by CRISIL and ICRA. The results of this accreditation are available on the BEE website (www.bee-india.nic.in).

Contrary to general perception, ESCOs in India have executed a large number of meaningful



projects in energy efficiency over the past three years; some of these projects have resulted in energy savings as high as 30 percent over the original consumption levels.

Greater awareness among energy users on how to identify a need for an energy efficiency project and how to undertake such a project would enable greater penetration of the concept in India.

C. COMPANY STRATEGY, BUSINESS FOCUS and ACQUISITIONS

Demand Side Management - Energy Efficiency

Your company/has clearly defined Energy Efficiency, or Demand Side Management, as one of its main business segments. Over the last few years, it has developed core competencies in the Technology Development, technology assimilation and commercial exploitation of Energy Saving Equipment. Your company presently operates in Maharashtra, Gujarat, Madhya Pradesh, Chhattisgarh, Punjab, Arunachal Pradesh, Tamil Nadu, Andhra Pradesh, Kerala, and Karnataka. The company's products have consistently shown an Energy Savings performance of more than thirty percent in lighting loads and between ten and eighteen percent in mixed loads, which is considered to be very satisfactory. Pictorial depictions and technical specifications are available on your company's website www.epicenergy.biz and have also been given elsewhere in this report.

Your company constantly strives to improve its technological edge over its competition by offering advanced features on its equipment. Your company offers equipment with GSM and GPRS capabilities which make Remote Energy Management simple and effective to use. This GSM and GPRS capability has given a cutting edge to the Energy Efficiency efforts of your company's customers, making it one of a select handful of companies capable of offering this in India.

Recognition of the company's successful Energy Savings efforts has come by way of your company being shortlisted as an approved ESCO (Energy Services Company) by the BEE (www.bee-india.nic.in). Your company was also granted Grade 3 by CRISIL indicating "Good" ability to deliver and execute Energy Saving Project.

Recognition also came by way of being enlisted as one of 26 recognized companies by the MNRE to act as Consultants for preparing Master Plans and implementation thereof under the Solar Cities Program of the MNRE. Your company hopes to implement at least one such program during the current year.

During the year, your company also set up an Energy Efficiency and Renewable Energy Resource Center at Coimbatore in collaboration with the Coimbatore Municipal Corporation and ICLEI South Asia (a UN sponsored NGO spread across more than 1,000 cities globally).

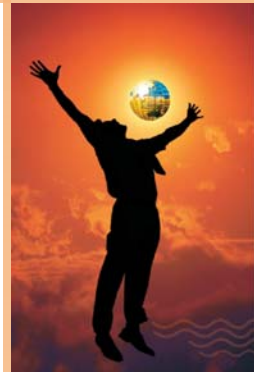
Supply Side Management Energy Infrastructure

Your company's focus on Demand Side Management has made it a market leader in this segment. Without losing focus on DSM, your company's management decided last year to add Supply Side Management to its boutique of Energy Management solutions. This decision was taken to satisfy the needs of existing customers who were demanding these solutions from your company.

We are happy to report that this initiative of the company continues to gather good ground and has met with satisfactory response from its customers.

Solar Products

Due to the burgeoning energy crisis all over the world, there has been a renewed global focus on the use of Solar Products for energy needs of various segments of society. Your company has been making steady progress in this field over the last couple of years. Your company lays special emphasis on Solar Street Lights, Solar Hoarding Lights and Solar Road Studs. Your company expects to substantially build on this experience in the coming years.



Energy Audits

Your company has successfully implemented three extremely prestigious Audit Assignments granted by Government Agencies. Your company expects to continue to play a major role in this segment also.

Distributorships and Alliances

During the year, your company was appointed as an exclusive dealer for power capacitors by Kerala Electronics Development Corporation Limited (KELTRON) for Maharashtra, Andhra Pradesh and Gujarat (excluding Saurashtra). The addition of these products will enhance your company's abilities to service its customers' needs.

Your company has signed a Memorandum of Intent with Atlantis Energy Services Inc., USA, (www.atlantisenergy.com) to bring their Solar Slate Roof Products to India. These products are one of a kind and will greatly enhance your company's ability to penetrate the Solar Products market.

Your company also enhanced its product offerings in the North American markets by obtaining dealership of Energy Efficiency products of Enigin PLC, a UK based pioneering Power Electronics company for specified territories in USA and Canada. The stimulus packages announced by the USA Government and the sharp thrust on Renewable Energy in Canada are expected to benefit your company in the coming years.

Subsidiaries

The Company had two subsidiaries during the year : Hydragen Infrastructures Pvt. Ltd. & Green Energy Management Inc., USA. The Accounts of both these subsidiaries accompany the company's financial statements.

D. FINANCIAL CONDITION

1. Share Capital

At present we have only one class of Shares : Equity shares of par value Rs. 10/- each. Our authorized capital is Rs. ten crores divided into one crore shares of Rs. 10/- each. During the year under report, there was no change in the Share Capital of the company.

2. Reserves and Surplus

a. Share Premium Account

During the year under report, there was no change in the Share Premium of the company

b. Profit and Loss Account

The company reported satisfying results during the year under review. Profit After Tax was Rs. 2,50,89,051. The book value per share as on 31st March, 2009, was Rs. 23.50 compared to Rs.18.60 as of the previous year end..

3. Fixed Assets

Your company has added capital assets of Rs. 159.77 lacs which mainly comprised of Energy Saving Devices installed on BOOT basis. Capital work-in-progress at the end of the year was Rs. 188.50 lacs..

4. Inventories

The inventories of finished goods comprise of Epic Power Saver 1090 and Solar Products assembled/purchased by the company. The inventories of Work-In-Progress comprise Energy Saving Equipment which were in the process of being installed and commissioned at the year end. The inventories of spare parts are the maintenance spares which the company keeps to ensure uninterrupted functioning of its equipment.



5. Sundry Debtors

Sundry Debtors are the receivables arising mainly from the Energy Saving Business of the company.

E. RESULTS OF OPERATIONS**1. Income**

Your company's main income is from the sales of Energy Saving Equipment, installation of such equipment on BOOT basis, sale of Solar Products and Sale of other Energy Appliances like UPS, Invertors, Automatic Timer Machines etc. The sales of Solar Products amounted to Rs. 1,95,38,689/- (Previous Year Rs. 1,75,35,600.)

2. Expenditure

Purchases represent the cost of inputs for assembling the Energy Products of your company. Maintenance Costs represent cost of spares consumed to keep the equipment & solar products in running condition. Employee Costs consist of Salaries paid to employees.

3. Net Profit

The company reported a Net Profit after tax of Rs. 2,50,89,051 (Previous Year Rs. 2,96,72,570).

4. Provision for Tax

The company has substantial depreciation and some carried forward tax losses from earlier years. The provision for tax of Rs. 43,08,000 (Previous Year Rs. 48,30,418) represents the Minimum Alternate Tax payable by your company under the existing Tax laws.

F. OPPORTUNITIES AND THREATS

1. We have identified Energy Efficiency on the Demand Side as one of the main focus areas of our business. As per the estimates of the Bureau of Energy Efficiency, the potential for Energy Saving on the Demand Side is a massive 25,000 MW in India alone. Your company has a pioneering "early bird" advantage.
2. Technological Evolution which gives the cutting edge advantage to your company's equipment has been a key factor of your company's R & D efforts. The company offers equipment with GSM and GPRS capabilities. Apart from in-house R & D efforts, your company is actively scouting for international collaborations with technology offerings in our field.
3. Solar Products are also expected to play a major role in providing power to energy deficient areas where sunshine is plentiful. In the Institutional Markets, your company is focused on Solar Street Lights, Solar Hoarding Lights, Solar Road Studs, whereas in the Commercial Segment, the focus is on the Home Products Market and the Solar Retail Market. Your company has a range of Solar products for Home Use. Your company has also been registered as a recognized consultant for implementation of Solar Cities by the MNRE..
4. Energy Saving Companies (ESCOs) are now being recognized as the key drivers to the Energy Efficiency Mission of the country. As a recognition of this, the Bureau of Energy Efficiency, Ministry of Power conducted an exercise of short listing approved ESCO companies. We are pleased to report that your company has been shortlisted as one such approved ESCO. A complete list of approved ESCO companies is available on www.bee-india.nic.in. Your company has also been graded 3 by CRISIL indicating "Good" ability to execute ESCO projects
5. Availability and Prices of Photo Voltaic Solar Panels largely depend on the supply and price of Silicon. Shortage of Silicon affects the cost and availability of Solar Panels.
6. The technology used in Energy Saving Equipment is continually evolving. Obsolescence is a major



threat. Your company is constantly researching and studying the application of various technologies around the world to protect its business interests.

7. Competition is limited to the few players who have the technology to assemble, test and maintain the type of products dealt with by your company.

G. INTERNAL CONTROLS AND THEIR ADEQUACY

Your company has in place adequate systems of internal control procedures covering all financial and operating functions. The Audit Committee periodically reviews the adequacy of these procedures. Your company renewed its ISO 9001:2000 certification during the year and is committed to maintaining the highest standards of quality control at all levels of operations.

H. RISK CONCERNS AND RISK MANAGEMENT

The Risk Management Function is overseen by the Audit Committee. Risk Management Policies are designed after discussions with various constituents and experts. The following Risk Concerns have been identified and are being dealt with as explained against each concern:.

a. Technology Risk:

The Technology used in Energy Saving Devices is constantly evolving. The introduction of newer and better techniques could render our products obsolete. To address this risk, your company is constantly researching and studying the application of various technologies across the world and has a separate team of people upgrading the technologies that we use. Technological Evolution which gives the cutting edge advantage to your company's equipment has been a key factor of your company's R & D efforts.

b. Concentration Risk:

Your company has a reasonable spread in terms of Demand Side Management and Supply Side Management Business. The company also has its business spread over about a dozen States in India. None of the customers have more than a five percent share in the revenues of the company.

c. Human Resources:

Your company depends to a large extent on trained engineers, both electronic and electrical. Whilst availability of manpower is not a concern, training and retention is a challenge. Your company has instituted various Employee Training and Retention schemes to mitigate this Risk. An ESOP scheme is also being implemented shortly

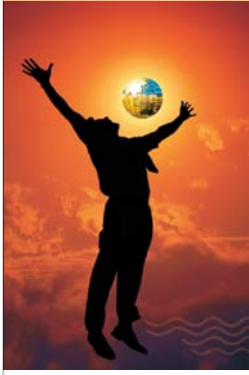
d. General Risk

Your company has adequate insurance policies in place for its equipment and inventories. Medical and Accident Insurance Policies for its employees have also been taken where required.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking" statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions, affecting demand, supply and price conditions in the markets in which the company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.



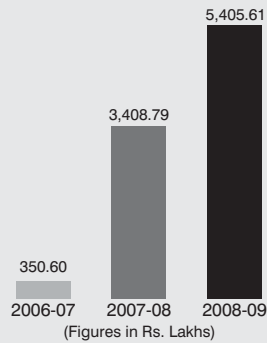


OPERATIONAL HIGHLIGHTS

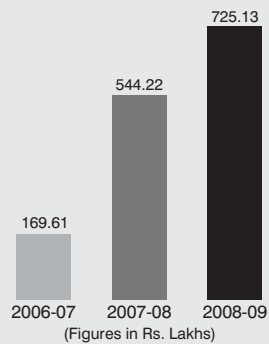
- May 2008** Certified by BEE as an ESCO Company.
- Nov 2008** Rated by CRISIL as a BEE:CRISIL Grade “3” Company signifying “Good” ability to execute ESCO projects.
- Mar 2009** Launched Energy Efficiency and Renewable Energy Resource Center at Coimbatore in collaboration with ICLEI (an UNO sponsored international organization) and Coimbatore Municipal Corporation.
- Apr 2009** MOU signed with Atlantis Energy Management Systems Inc. for Solar Slate Roofs.
- June 2009**
 - Exclusive distribution agreement for three states signed with KELTRON.
 - Tie-up with Enigin, UK for distributorship of their products for the Canada and US market.
 - Empanelled by MNRE as a consultant under the ‘Development of Solar Cities programme.

CONSOLIDATED FINANCIAL HIGHLIGHTS

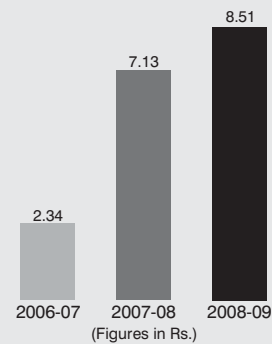
Gross Revenues



Profit Before Tax



Earning per Share



CORPORATE GOVERNANCE REPORT

The Company is listed on the Bombay Stock Exchange Limited and is a part of Group S on the Exchange. Report on Corporate Governance as per Clause 49 of the Listing Agreement is given hereunder:

1) Company's Philosophy on Corporate Governance

Company's Philosophy on Code of Governance as adopted by its Board of Directors are as under:

- To maintain the highest standards of transparency in all aspects of our interactions and dealings.
- To ensure the core values of the company are protected.
- To ensure timely dissemination of all price sensitive information and matters of interest to our stakeholders.
- To ensure that the Board exercises its fiduciary responsibilities towards shareholders and creditors.
- To comply with all the laws and regulations as applicable to the Company.
- To promote the interest of all stakeholders including of customers, shareholders, employees, lenders, vendors and the Community.

2) Composition of Board of Directors

Sl. No.	Name of Director	ED/ NED/ ID*	Attendance in Board Meetings Held	Attended	Attendance in Last AGM	Other Board		
						Directorship **	Committee Chairmanship ***	Committee Membership
1	Nikhil Morsawala	NED	7	7	Present	1	1	3
2	Zubin Patel	ID & NED	7	7	Present	1	1	3
3	Sanjay Gugale	ID & NED	7	7	Present	1	1	3
4	V Chandrasekhar	ED	7	7	Present	1	1	3

ED- Executive Director, NED- Non Executive Director, ID- Independent Director

3) Details of Director seeking Re-appointment in the Annual General Meeting

Particulars	
Date of Birth	7th Oct. 1959
Appointed on	28th Aug. 1991
Qualification	Chartered Accountant
Expertise in Specific functional areas	Electronics and Finance
Directorship held in other Public Companies (excluding foreign companies)	Core Projects & Technologies Ltd.
Chairman/Member of the committees of the Board of Directors of other Companies in which he is a Director	Chairman - 1 Committee Member - 3 Committee
Shareholding in the company	627,500 Equity Shares 9.35%

4. Audit Committee

The company has reconstituted of the Audit Committee consisting of two independent Directors and one Non-Executive Director. During the Financial Year the company has held four Audit Committee Meeting. The Minutes of meeting of the Audit Committee are in accordance with all the

items listed in Clause 49 (II) (D) and (E) of the listing Agreement as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the Annual financial statements before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
14. Review the following information,
 1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
 3. Management letters/ letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

The Audit Committee has the following Powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.



Composition of Committee and Attendance of Members

S.No	Name of Director and Position	Meetings /Attendance.
1.	Mr. Zubin Patel, Chairman	4/4
2.	Mr. Sanjay Gugale, Member	4/4
3.	Mr. Nikhil Morsawala, Member	4/4

5. CEO/CFO Certification

As required by the revised clause 49 pf the Listing agreement, the Certificate from CEO & CFO was placed before the Board of Directors at their meeting dated 26th August, 2009.

6. Code of Conduct

The company's Code of Conduct is displayed on the website of the company.

7. Remuneration Committee

The Remuneration Committee consists of two Independent Directors and one Executive Director. During the Financial year the company has not held any meetings of this Committee.

Remuneration Committee consists of Mr. V Chandrasekhar, Mr Sanjay Gugale and Mr Zubin Patel and is chaired by Mr. Sanjay Gugale.

Detail of Remuneration of all the Directors

The company has not paid any remuneration to any Non - Executive Director of the company.

Notes:

- 1) The company has not entered into any pecuniary relationship or transaction with the Non-executive directors.
- 2) The Company has not so far issued any stock options to executive directors.

8. Shareholder's Grievances Committees

Name of members : Mr. Sanjay Gugale, Mr Zubin Patel and Mr Nikhil Morsawala

Name of Independent Non Executive Director heading the Committee : Mr. Sanjay Gugale

Name and Designation of Compliance Officer :Mr. Atul Mishra.

Number of shareholder's Complaints Received During the year Nil

Number of Complaints not solved to the satisfaction Of Shareholders Nil

Number of Pending Share Transfers: NIL

9. General Meetings

A) Location and time of three most recent AGM's

YEAR	2005-06	2006-07	2008-09
Date	28.09.2006	25.09.2007	30.09.2008
Venue	Hotel Kohinoor Park, Prabhadevi Mumbai - 400 025	Regd.Off.: 214, Stanford Plaza, Off Link Road, Andheri (W), Mumbai - 400 025	Regd.Off. 304-A,Winsway Complex, Opp.Old Police Lane, Opp.Andheri Rly. Stn.Andheri(E), Mumbai - 400 069.

10. Disclosures

- a) The company has not entered into related party transactions.
- b) The company has complied with the requirements of regulatory authorities on Capital Markets and no Penalties / Strictures have been imposed against, in the last 3 years on any matter related to Capital Markets.



11. Means of Communication

Quarterly Results

The unaudited quarterly results along with notes were published in the newspaper as follows.

Newspapers	Date of Publication of results for the quarter ended			
	30.06.2008	30.09.2008	31.12.2008	31.03.2009
Business Standard	01.08.2008	01.11.2008	31.01.2009	01.05.2009
Lokmat	01.08.2008	01.11.2008	31.01.2009	01.05.2009

The Company's Annual Report also contains a detailed management discussion and analysis report on the Company's financial performance and operations.

12. INFORMATION TO SHAREHOLDERS

1. Date, Time & Venue of AGM : 10.00 am. Wednesday 30th September, 2009
2. Dates of Book Closure : 23 / 09 / 2009 to 30 / 09 / 2009.
3. Financial Calendar : First quarterly Results on or before July, 31 2009
Second quarterly Results on or before October, 31 2009
Third quarterly Results on or before January, 31 2010
Fourth quarterly Results on or before April, 30 2010
4. Listing on Stock Exchange : Mumbai Stock Exchange Limited (BSE)
5. Listing Fee for 2009-10 : Paid to BSE
6. Registered Office : A-304, Winsway Complex, Old Police Lane, Andheri(East), Mumbai-400069
7. Share Transfer Agent : Adroit Corporate Services Private Limited
19, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri(East), Mumbai-400 059

13. Legal Proceedings:

There are no proceedings pending against the companies that are material to effect adversely the profit or financial position of the company.

14. Distributions of Share Holding as on March 31, 2009

Distribution of Shares by Shareholders category

S. No	Shareholders Category	No. of Shareholders	Shares Held	Voting Strength
1	Promoters, Directors and their relatives	4	1,678,065	25.00%
2	Bodies Corporate (Domestic)	157	1,257,329	18.73%
3	Banks			
4	Mutual Funds			
5	Financial Institutions			
6	Foreign Institutional Investors			
7	Non Resident Individuals (NRIs) / Foreign Corporate Bodies / Overseas Corporate Bodies (OCBs)	20	809,948	12.07%
8	Resident Individuals	2378	29,56,149	44.05%
9	In Transit	21	10,009	0.15%
	Total	2580	67,11,500	100.00%



15. Dematerialisation of Shares and Liquidity

The shares of the Company are tradable both in dematerialized (electronic) as well as physical form and available for trading under both the depository systems in India- NSDL & CDSL. 56,79,600 shares of the company's share capital is held in electronic form on March 31, 2009.

16. Compliance Officer

Mr. Atul Mishra is the Compliance Officer under the clause 47 of the Listing Agreement with the Stock Exchanges.

17. Investor Correspondence

All shareholders Complaints/ Queries in respect of their shareholding may be addressed to the company's

Contact Person : Atul Mishra
 Registered office. : A- 304, Winsway Complex, old Police Lane,
 Andheri (East) Mumbai 400 069
 Telefax : (91) (22) 26822238
 Website: : www.epicenergy.biz

18. Stock Exchange Codes

Stock Exchange : Mumbai Stock Exchange Limited (BSE)
 Stock Code : 530407
 Equity ISIN : INE 932F01015

19. Statutory Compliance

During the year the company has complied with the applicable provisions, filed all returns/forms and furnished all relevant particulars as required under the Companies Act, 1956 and allied Acts and Rules, The Securities Exchange Board of India (SEBI) Regulations and the Listing Agreements with the Stock Exchange.

20. Changes to Equity Share Capital during FY 2008-2009

Date	Particulars	No. of shares	Issue Price		Increase in Share Capital
			Face Value (Rs.)	Premium (Rs.)	
March 31, 2009	Nil	Nil			Nil
Total		Nil			Nil

PARIMAL BHOGALE,

Chartered Accountants

AUDITORS' CERTIFICATE

To,
The Members of,
EPIC ENERGY LIMITED

We have examined the compliance of conditions of corporate governance by Epic Energy Limited for the year ended on 31st March, 2009, as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Board of Directors.

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

For **PARIMAL BHOGALE**

Chartered Accountants

PARIMAL BHOGALE

Proprietor

Place: Mumbai

Date: 3rd September, 2009



DIRECTORS' REPORT

The Members

Epic Energy Limited

Your Directors take pleasure in presenting to you the Audited Annual Accounts for the year ended on 31st March, 2009.

FINANCIAL PERFORMANCE

	31st March 2009 Rupees	31st March 2008 Rupees
Gross Revenues	26,29,59,000	26,56,65,450
Gross Profit	4,01,17,051	4,25,66,988
Depreciation	1,07,20,000	80,64,000
Net Profit before Tax	2,93,97,051	3,45,02,988
Provision for Tax	43,08,000	48,30,418
Net Profit/(Loss) after Tax	2,50,89,051	2,96,72,570
Proposed Dividend	50,33,625	NIL
Dividend Tax	855,716	NIL
Profit Carried Forward	19,199,710	2,96,72,570

DIVIDEND

Your Directors are pleased to recommend a dividend of 7.5 percent i.e. Re 0.75 per equity share of Rs. 10 each on 67,11,500 shares. Total outflow on this account inclusive of Dividend Tax would be Rs. 5,889,341/- . .

PERFORMANCE REVIEW

The company earned a Profit After Tax of Rs. 2,50,89,051 on a gross turnover of Rs. 26,29,59,000. During the current year, your company continued to lead the Energy Efficiency Market in the organized sector. Your company added prestigious customers like State Bank of India, Crompton Greaves Limited, Jamunabai Narsee School, Konkan Railway Corporation, Arunachal Pradesh Energy Development Authority (APEDA), Faridkot District of Punjab and Sagar District of Madhya Pradesh. Your company's Remote Energy Management System (REMS) wrapped around GSM and GPRS platforms continued to receive excellent customer response. Your company wishes to acknowledge the Bureau of Energy Efficiency's continued efforts to promote energy efficiency in every walk of life, which has led to ESCOs gathering sufficient traction in the Indian Energy Market.

Further recognition of your company's successful Energy Savings efforts has come by way of your company being rated as Grade 3 (indicating "Good" ability to execute ESCO projects) by CRISIL under a rating program jointly undertaken by BEE-CRISIL. Details are available on your company's website as well as on the website of the Bureau of Energy Efficiency, Ministry of Power, Government of India (www.bee-india.nic.in).

Also, your company has been registered as an approved consultant for setting up Solar Cities by the Ministry of New and Renewable Energy (MNRE), for its program of setting up Solar Cities across India, beginning with 60 Cities. Your company expects to undertake at least one such program during the current year.

FUTURE OUTLOOK

The company continues to be a significant player in the Energy Efficiency and Renewable Energy industry. The Company continues to have alliances with accredited Energy Auditors which has



enabled it to consolidate its position in the Energy Efficiency business segment. Your company's Supply Side Management business continues to grow at a steady pace.

During the year, your company was appointed as an exclusive dealer for power capacitors by Kerala State Electronics Development Corporation Limited (KELTRON) for Maharashtra, Andhra Pradesh and Gujarat (excluding Saurashtra). The addition of these products will enhance your company's abilities to service its customers' needs.

Your company has signed a Memorandum of Intent with Atlantis Energy Services Inc., USA, (www.atlantisenergy.com) to bring their Solar Slate Roof Products to India. These products are one of a kind and will greatly enhance your company's ability to penetrate the Solar Products market.

Your company also enhanced its product offerings in the North American markets by obtaining dealership of Energy Efficiency products of Enigin PLC, (www.enigin.com) a UK based pioneering Power Electronics company for specified territories in USA and Canada. The stimulus packages announced by the USA Government and the sharp thrust on Renewable Energy in Canada are expected to benefit your company in the coming years.

ISSUE OF WARRANTS AND RAISING OF FURTHER FUNDS FOR EXPANSION

In view of the company's expansion plans, your company will have to embark upon a fund raising exercise to meet its Capital Expenditure and Project Implementation needs. Toward this end the Directors have proposed to issue warrants and raise further capital by way of issue of further securities in the form of FCCBs/GDRS/ADRs/OCCPS/DIP and/or any other means as may be permitted by the prevailing guidelines issued by the Regulators from time to time. Details are given in the Notice accompanying this Report. Your Directors commend the Resolutions to be passed in this regard

SUBSIDIARIES

As required by the Companies Act, 1956, The Audited Accounts of the subsidiaries M/s. Hydragen Infrastructures Pvt. Ltd. & Green Energy Management Inc., USA., are appended to these Accounts.

DIRECTORS

Mr. Nikhil Morsawala, Director of the Company retires by rotation and being eligible offer himself for re-appointment. Your Directors recommend his appointment.

AUDITORS

Members are requested to appoint Auditors for the current year.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

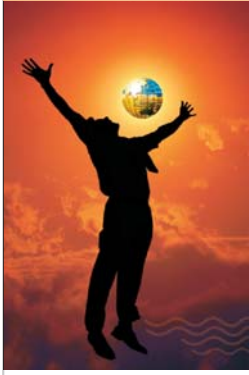
The Company had no Foreign Exchange inflows or outflows during the year. Since the company did not own & operate any significant manufacturing facility that consumes significant power, during the year under report, the other particulars relating to conservation of energy and technology absorption stipulated in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors state that:

1. In the preparation of the accounts, the applicable accounting standards have been followed.
2. Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made, so as to give and true and fair view of the state of affairs of the company as on 31st March, 2009, and for the profit of the company for the year ended on that date.





3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
4. The annual accounts of the company have been provided on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with the listing agreement, the Management Discussion and Analysis Report forms a part of this report.

ACKNOWLEDGEMENTS

Your Directors wish to thank all its employees, bankers and customers who have played a key role in helping the company progress on its chosen path. And last but not the least the Directors wish to thank all the members who have been a constant source of encouragement & support.

FOR EPIC ENERGY LIMITED

NIKHIL MORSAWALA
CHAIRMAN

Place: Mumbai
Date: 3rd September, 2009

PARIMAL BHOGALE,

Chartered Accountants

AUDITORS' REPORT

To,
The Members,
Epic Energy Limited

We have audited the attached Balance Sheet of Epic Energy Limited, as at March 31, 2009 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

Further to our comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- iii. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
- iv. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- v. On the basis of written representations received from the directors as on March 31, 2009, and taken on record by the Board of Directors, we report that none of the directors was disqualified as on March 31, 2009, from being appointed as a director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009;
 - (b) In the case of Profit and Loss Account, of the Profit for the year ended on that date; and
 - (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **PARIMAL BHOGALE**

Chartered Accountants

PARIMAL BHOGALE

Proprietor

Place : Mumbai

Date: 3rd September, 2009



EPIC ENERGY LIMITED
इपिक एनर्जी लिमिटेड

PARIMAL BHOGALE,

Chartered Accountants

**Annexure to the Auditors' report of even date to the Members of
EPIC ENERGY LIMITED**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of its fixed assets ;
- (b) The company has verified the fixed assets twice during the year. No discrepancies were noticed during this verification.
- (ii) (a) As explained to us, inventories have been physically verified by management at reasonable intervals during the year. In our opinion the frequency of such verification is reasonable.
- (b) As per the information given to us, the procedures of physical verification of inventory followed by management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) During the year, the Company has not granted loans to any Company listed in the register maintained under Section 301 of the Companies Act, 1956.
- (b) The Company has not taken loans from Companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations provided to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, and fixed assets and for sale of goods and services.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, there were no transactions required to be entered in the register maintained under Section 301 and exceeding the value of rupees five lakhs in respect of any party during the year.
- vi) The Company has not accepted any deposits from the public.
- vii) The Company has an internal audit system which is commensurate with the size and nature of its business.
- viii) According to the information and explanations given to us, the requirement for maintenance of cost records u/s 209 (1)(d) of the Companies Act, 1956 is not applicable to the Company.
- ix) (a) Based on test-verification of records and information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed amount of statutory dues including income- tax and sales-tax.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax and sales tax was outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the Investor Education and Protection Fund, Employees State Insurance, Wealth-Tax, Customs Duty and Excise Duty are not applicable to the Company.
- (d) According to the information and explanations given to us, there are no dues of sales tax, income tax, provident fund and profession tax, which have not been deposited, on account of any dispute, except for an amount of Rs. 29.93 lakhs in respect of an income tax demand raised in respect of assessment year 1995-96, and which is under appeal.



- (x) In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) Based on our audit procedures and on the information and explanations given by the management, the Company has not defaulted in repayment of dues to any financial institution or bank and has not issued any debentures.
- (xii) Based on our examination of records and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit/nidhi/mutual benefit fund/society and therefore provisions of clause 4 (xiii) of the Order are not applicable to the Company.
- (xiv) The Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, the term loan as applied by the company for the purpose for which it was taken.
- (xvii) According to the information and explanation given to us and on overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Act.
- (xix) The Company did not have any outstanding debentures at the year-end.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For PARIMAL BHOGALE

Chartered Accountants

PARIMAL BHOGALE

Proprietor

Place: Mumbai

Date: 3rd September, 2009



EPIC ENERGY LIMITED
इपीक एनर्जी लिमिटेड

BALANCE SHEET AS AT 31ST MARCH, 2009

	SCHEDULE	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
SHARE CAPITAL	A	67,115,000	67,115,000
RESERVES AND SURPLUS	B	84,729,344	57,692,093
LOAN LIABILITY			
Secured Loan from Bank		7,240,563	—
UNSECURED LOAN FROM DIRECTORS		11,833,807	12,285,361
	TOTAL	170,918,714	137,092,454
APPLICATION OF FUNDS			
FIXED ASSETS	C	59,087,655	57,981,000
INVESTMENTS IN SUBSIDIARY OTHER UNQUOTED INVESTMENTS		13,000,000 10,404,800	13,000,000 6,491,300
Current Asset, Loans, & Advances	D	125,956,782	69,621,523
Less : Current Liabilities & Provision	E	37,534,523	10,001,369
Net Current Assets		88,426,259	59,620,154
	TOTAL	170,918,714	137,092,454

Significant accounting policies and Notes to Accounts... J
Schedules form an integral part of Accounts
As per our report of even date

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director


PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	SCHEDULE	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
INCOME			
Operating Income	F	262,959,000	265,665,450
	TOTAL	262,959,000	265,665,450
EXPENDITURE			
Direct Expenses	G	191,113,000	214,629,630
Administrative & Other Expenses	H	28,482,161	8,360,052
Financial Charges	I	3,246,788	108,780
Depreciation	C	10,720,000	8,064,000
		233,561,949	231,162,462
Operating Profit / (Loss)		29,397,051	34,502,988
Provision for Taxation		8,008,000	4,830,418
Profit / (Loss) for the year		21,389,051	29,672,570
Balance Brought Forward		31,695,543	2,222,973
Appropriations :			
Dividend		5,033,625	---
Dividend Tax		855,716	---
Balance carried to Balance Sheet		51,095,253	31,895,543

Significant accounting policies and Notes to Accounts... J
Schedules form an integral part of Accounts
As per our report of even date

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director



EPIC ENERGY LIMITED
इपिक एनर्जी लिमिटेड

SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2009

	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
SCHEDULE ' A '		
SHARE CAPITAL		
Authorised 1,00,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,00,00,000)	100,000,000	100,000,000
	100,000,000	100,000,000
Issued Subscribed and paid up 67,11,500 (Previous Year 67,11,500) Equity Shares of Rs. 10/- each fully paid up	67,115,000	67,115,000
TOTAL	67,115,000	67,115,000

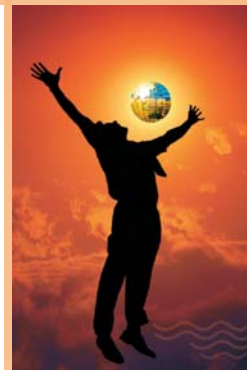
SCHEDULE ' B '

RESERVE AND SURPLUS		
General Reserve	16,550	16,550
Add: Addition during the year on account of acquisition	8,017,541	---
	8,034,091	16,550
Share Premium Account	25,600,000	25,600,000
Profit and Loss Account	51,095,253	31,895,543
Warrant Application Money	—	180,000
TOTAL	84,729,344	57,692,093

SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE 'C'
FIXED ASSET SCHEDULE AS ON 31.03.2009

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 31.03.08	ADDITIONS	DELETIONS	As on 31.03.08	For the year	As on 31.03.09	NET BLOCK AS ON 31/03/09	NET BLOCK AS ON 31/03/08
Energy Saving Equipment	51,265,905	5,705,000	—	9,308,523	10,348,264	19,656,787	37,314,118	41,957,382
Computers	340,027	56,500	—	201,343	83,242	284,585	111,942	138,684
Furniture & Fixture	2,288,290	20,955	—	196,194	209,160	405,854	1,903,391	2,091,597
Office Equipment	875,778	194,200	—	82,440	79,334	161,774	908,204	793,337
Capital Work-in-Progress	13,000,000	10,000,000	4,150,000	—	—	—	18,850,000	13,000,000
	67,770,000	15,976,655	4,150,000	9,789,000	10,720,000	20,509,000	59,087,655	57,981,000



SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE ' D' CURRENT ASSETS, LOANS AND ADVANCES	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
CURRENT ASSETS		
INVENTORIES		
Finished Goods	15,269,853	5,535,000
Work in Progress	32,500	4,567,500
Spare Parts	2,594,518	702,812
SUNDRY DEBTORS (Unsecured, considered good)		
For period exceeding six months		
Other Debts	68,730,473	31,388,679
CASH AND BANK BALANCE		
Cash on hand	384,276	150,585
Balance with Schedule Bank		
In Current account	765,407	1,456,989
LOANS AND ADVANCES		
Advance recoverable in cash		
or in kind or for value to be received	36,173,185	23,486,370
Advance Tax and Tax Deducted at Source	230,229	1,602,472
Other Deposits	1,776,341	731,116
TOTAL	125,956,782	69,621,523

SCHEDULE ' E'

CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors	6,816,233	3,961,281
Liabilities for Expenses	68,227	123,670
Provision for Taxation	4,756,722	5,916,418
Proposed Dividends	5,033,625	---
Dividend Tax	855,716	---
Term Deposit - Distributors	20,000,000	—
TOTAL	37,530,523	10,001,369

SCHEDULE ' F'

OPERATING INCOME		
Energy Solutions Division	262,959,000	265,665,450
TOTAL	262,959,000	265,665,450

SCHEDULE ' G'

DIRECT EXPENSES		
Purchases (net of inventory)	184,916,559	208,687,600
Maintenance Costs	2,049,833	1,965,500
Consumables	1,173,568	1,125,575
Technical and Quality Assurance Costs	2,973,040	2,850,595
TOTAL	191,113,000	214,629,630

SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE ' H'	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
ADMINISTRATIVE AND OTHER EXPENSES		
Payments and Benefits to Employees	11,125,786	2,291,352
Staff Welfare Expenses	809,210	216,674
Electricity Expenses	967,466	91,455
Rent, Rate and Taxes	1,317,147	654,589
Printing and Stationery	1,130,277	521,630
Travelling and conveyance	3,139,620	438,057
Communication Expenses	2,480,912	289,297
Legal Charges (ROC/Listing Fees)	13,633	56,450
Legal and Professional Charges	2,408,752	786,980
Registrar and Share Transfer Agents Charges	45,723	56,450
Business promotion	1,566,699	1,279,815
Auditor Remuneration - Audit Fees	163,288	35,000
Miscellaneous Expenses	3,313,648	1,642,303
TOTAL	28,482,161	8,360,052

SCHEDULE ' I'

FINANCIAL CHARGES		
Bank Charges	308,422	108,780
Bank Interest	2,302,591	---
Other	635,775	---
TOTAL	3,246,788	108,780



YEAR ENDING 31ST MARCH, 2009

1. SCHEDULE FORMING PART OF ACCOUNTS

SCHEDULE J

NOTES TO ACCOUNTS

a) Accounting Convention :

The financial statements are prepared under historical cost convention. Revenues are recognized and expenses are accounted for on their accrual.

b) Fixed Assets:

All fixed Assets are stated at cost less depreciation. Cost comprises of purchase price and any other attributable costs, for bringing the assets to its working condition for its intended use.

c) Depreciation:

Depreciation is provided as per the rates prescribed in the Income Tax Act, 1961 on written Down Value on all Assets, from the date of installation, except for Energy Saving Devices which are written off over the BOOT period.

d) Investments :

Investments are carried at cost.

e) Inventories

Inventories are valued after providing for obsolescence, as under:

1. Finished Goods: At lower of weighted average cost or net realizable value.
2. Work-in-Progress: At lower of cost (including related overheads) or net realizable value.
3. Spare Parts: At lower of weighted average cost or net realizable value.

f) Sundry Debtors :

Sundry Debtors are stated at net realizable value as certified by the Management.

g) Preliminary Expenses :

Preliminary expenses are written off over ten years.

2. Sales and Purchase Quantitative Details

The revenues of the company, except for the Solar Products, is not capable of quantification since it is based either on energy actually saved by the customers of the company or on a complete turnkey basis. The quantitative details of Solar Products is as follows:

Particulars	Opening Balance		Purchases		Sales		Closing Stock	
	Quantity	Value	Quantity	Amount	Quantity	Amount	Quantity	Amount
Solar Street Lights	0	0	1347	2,307,411	1347	2,399,007	0	0
Solar Lamps	0	0	710	589,300	710	630,480	0	0
Solar Home Lighting Systems	0	0	107	1,593,230	107	1,784,332	0	0
Solar Water Heating System	0	0	57	1,406,760	57	1,617,774	0	0
Solar Modules	0	0	1,611	12,026,115	1,611	13,107,096	0	0
			3,832	17,922,816	3,832	19,538,689		

3. Secured Loans from Bank consists of Term Loan of Rs. 23,75,080/- secured against the assets financed, and working capital of Rs. 48,65,483/- secured against hypothecation of Inventories and Bank Debts and mortgage of Factory Building.
4. Contingent Liabilities:
Claims against the Company not acknowledged as debts: Rs 29.93 lakhs (Previous Year Rs 29.93 lacs)
5. Contracts remaining to be executed on capital account, net of advances : Rs. 34,00,000 (Previous Year Rs 21,00,000)
6. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount considered reasonable.
7. The amount included under the head Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and reconciliation, if any.
8. Previous year's figures have been regrouped and rearranged wherever necessary.

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director





**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2008
PURSUANT TO THE LISTING AGREEMENT WITH STOCK EXCHANGE**

	31ST MARCH 2009	31ST MARCH 2008
A. Cash flow from operating activities		
Net profit(+)/loss(-)before tax and extraordinary items	29,397,051	34,502,988
Add : Depreciation	10,720,000	8,064,000
Operating Profit before working capital changes	40,117,051	42,566,988
Adjustments for :		
Current Assets	(58,165,393)	(24,807,074)
Current Liabilities	22,619,509	1,127,823
Cash generated from operations	4,571,167	18,887,737
Taxes Paid	4,095,453	1,460,193
Net Cash generated from operations A	475,714	17,427,544
B. Cash flow from Investment Activities		
Purchase (-) / Sales (+) of Investments Fixed Assets and Capital Advances	4,104,041 (11,826,655)	(6,491,300) (46,000,000)
Net Cash Used in Investment Activities B	7,722,614	52,491,300
C. Cash Flow From Financing Activities		
Increase(+)/Decrease(-)in Borrowings Increase in Share Capital and Warrant Application Monies C	6,789,009 --- ---	12,285,361 --- ---
Net Increase Cash & Cash Equivalents A+B+C	6,789,009	12,285,361
Opening Balance	(457,891)	(22,778,396)
Closing Balance	1,607,574	24,385,969
	1,149,683	1,607,574

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director

BALANCE SHEET DETAILS AND COMPANY GENERAL PROFILE**I. Registration Details**

State Code	11
Registration Code	63103
Balance Sheet Date	310309

II. Capital raised During the year (Amount in Thousand)

Further Issue	NIL
Bonus Issue	NIL
Private Placement	NIL

III. Position and Development of Fund Flow (Amount in Thousands)

Total Liabilities	170918	Total Assets	170918
Paid Up Capital	67115	Reserve & Surplus	84729

IV. Performance of the Company

Turnover	262959	Total Expenditure	233561
Profit Before Tax	29397	Profit after Tax	25089
Earning Per Shares	3.74	Dividend Rate	7.5

V. Genetic Name Three Principal Services of the Company

Item Code	:	NIL
Description	:	Energy Saving Devices Solar Energy Products

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director



**INFORMATION PURSUANT TO SECTION 212 OF THE COMPANIES ACT,
1956, RELATING TO SUBSIDIARY COMPANY**

Name of Subsidiary	Hydragen Infrastructures Pvt Ltd	Green Energy Management Inc.
Financial year of subsidiary ended on	31st March, 2009	31st March, 2009
Shares of the subsidiary held by the company on the above date	100%	100%
Number of Shares	33,340	1,000
Face value	Rs.10/-	USD 1/-
Extent of holding		
I. The net Aggregate of profits or losses for the current period of the Subsidiary Company so far as it concerns the members of the Holding Company		
a. dealt with or provided for in the accounts of the Holding Company	Nil	Nil
b. not dealt with or provided for in the accounts of the Holding Company	Rs. 613,118	Rs. 31,431,184
II. The net aggregate of profits or losses for previous financial years of the subsidiary so far as it concerns the members of the holding company		
a. dealt with or provided for in the accounts of the holding company	Nil	NIL
b. not dealt with or provided for in the accounts of the holding company	Rs. 5,967	Rs.18,185,033



AUDITORS' REPORT TO THE BOARD OF DIRECTORS ON THE CONSOLIDATED FINANCIAL STATEMENTS OF EPIC ENERGY LIMITED AND ITS SUBSIDIARIES

We have examined the attached Consolidated Balance Sheet of Epic Energy Limited ("the Company") and its subsidiaries (collectively called "the Group") as at March 31, 2009 & the Consolidated Profit and Loss Account for the year ended on that date.

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

We report that the Consolidated Financial Statements read with notes thereon, prepared by the Company's management, are, to material extent, in accordance with the requirements of Accounting Standards (AS) 21, 'Consolidated Financial Statements,' issued by the Institute of Chartered Accountants of India and are based on individual financial statements of the Company and its subsidiaries.

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

- (a) in the case of the consolidated balance sheet, of the statement of affairs of the Group as at March 31, 2009.
- (b) in the case of consolidated profit and loss account, of the profit of the Group for the year ended on that date .
- (c) in the case of the consolidated cash flow statement, of the cash flows for the year ended on that date.

For **PARIMAL BHOGALE**

Chartered Accountants

PARIMAL BHOGALE

Proprietor

Place: Mumbai

Date: 3rd September, 2009



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	SCHEDULE	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
SHARE CAPITAL	A	67,115,000	67,115,000
RESERVES AND SURPLUS	B	138,576,757	79,495,205
LOAN LIABILITY			
Secured Loan from Bank		7,240,563	—
UNSECURED LOAN FROM DIRECTORS		11,833,807	12,285,361
	TOTAL	224,766,127	158,895,566
APPLICATION OF FUNDS			
FIXED ASSETS	C	74,245,828	82,736,609
INVESTMENTS IN SUBSIDIARY		---	---
Other Unquoted Investments		10,404,800	6,491,300
Goodwill		916,660	916,660
Current Asset, Loans, & Advances	D	193,016,540	82,199,144
Less : Current Liabilities & Provision	E	53,886,612	13,528,543
Net Current Assets		139,129,928	68,670,601
Miscellaneous Expenditure (To the extent not written off)		68,910	80,395
	TOTAL	224,766,127	158,895,566

Significant accounting policies and Notes to Accounts... J

Schedules form an integral part of Accounts

As per our report of even date

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai

Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	SCHEDULE	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
INCOME			
Operating Income	F	540,561,000	340,879,450
	TOTAL	540,561,000	340,879,450
EXPENDITURE			
Direct Expenses	G	397,172,988	258,116,630
Administrative & Other Expenses	H	42,277,995	14,941,302
Financial Charges	I	3,251,664	134,530
Depreciation	C	20,345,000	13,265,000
Total Expenditure		468,047,647	286,457,462
Operating Profit /(Loss)		72,513,353	54,421,988
Provision for Taxation		15,380,000	6,558,418
Profit / (Loss) for the year		57,133,353	47,863,570
Balance Brought Forward		53,698,654	5,835,085
Appropriations			
Dividend		5,033,625	---
Dividend Tax		855,716	---
Balance carried to Balance Sheet	TOTAL	104,942,666	53,698,654

Significant accounting policies and Notes to Accounts... J
Schedules form an integral part of Accounts
As per our report of even date

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director



**SCHEDULES FORMING PART OF
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009**

SCHEDULE ' A'	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
SHARE CAPITAL		
Authorised 1,00,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,00,00,000)	100,000,000	100,000,000
	100,000,000	100,000,000
Issued Subscribed and paid up 67,11,500 (Previous Year 67,11,500) Equity Shares of Rs. 10/- each fully paid up	67,115,000	67,115,000
TOTAL	67,115,000	67,115,000

SCHEDULE ' B '

RESERVE AND SURPLUS		
General Reserve	16,550	16,550
Add; Addition during the year on account of acquisition	8,017,541	—
	8,0334,091	16,550
Share Premium Account	25,600,000	25,600,000
Warrant Application Money	---	180,000
Profit and Loss Account	104,942,666	53,698,655
Total	138,576,757	79,495,205

SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE 'C'

FIXED ASSET SCHEDULE AS ON 31.03.2009

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 31.03.08	ADDITIONS	DELETIONS	As on 31.03.09	For the year	As on 31.03.09	NET BLOCK AS ON 31/03/09	NET BLOCK AS ON 31/03/08
Building	3,500,000	---	---	3,500,000	---	---	3,500,000	3,500,000
Energy Saving Equipments	66,483,687	17,253,143	---	83,736,830	19,915,887	36,919,093	46,817,317	48,168,605
Computers	444,927	56,500	---	501,427	133,196	356,183	145,244	221,850
Furniture	2,296,550	20,955	---	2,317,505	209,952	406,985	1,910,520	2,099,518
Vehicle	48,500	27,565	---	76,065	6,631	16,382	59,683	793,337
Office Equipment	875,778	194,200	---	1,069,978	79,334	161,774	908,204	38,750
Capital Work-in-Progress	26,602,583	10,000,000	15,698,143	20,904,440	---	---	20,904,440	26,602,583
	100,252,025	27,552,363	15,698,143	112,106,245	20,345,000	37,860,417	74,245,828	82,736,609



SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE ' D'

CURRENT ASSETS, LOANS AND ADVANCES	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
CURRENT ASSETS		
INVENTORIES		
Finished Goods	15,269,853	5,535,000
Work in Progress	32,500	4,567,500
Spare Parts	2,594,518	702,812
SUNDRY DEBTORS (Unsecured, considered good)		
For period exceeding six months		
Other Debts	127,518,886	38,451,059
CASH AND BANK BALANCE		
Cash on hand	708,282	227,228
Balance with Schedule Bank		
In Current account	1,025,484	2,033,639
LOANS AND ADVANCES		
Advance recoverable in cash or in kind or for value to be received	42,821,975	27,688,687
Advance Tax and Tax Deducted at Source	1,258,702	2,252,103
Other Deposits	1,786,341	741,116
TOTAL	193,016,540	82,199,144

SCHEDULE ' E'

CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors	10,024,905	5,760,455
Liabilities for Expense	68,227	123,670
Provision for Taxation	17,904,139	7,644,418
Proposed Dividends	5,033,625	—
Dividend Tax	855,716	—
Term Deposit - Distributors	20,000,000	---
TOTAL	53,886,612	13,528,542

SCHEDULE ' F'

OPERATING INCOME		
Energy Solutions Division	539,250,797	340,879,450
Other Income	1,310,203	—
TOTAL	540,561,000	340,879,450

SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE ' G'

CURRENT ASSETS, LOANS AND ADVANCES	AS AT 31.3.2009 RUPEES	AS AT 31.3.2008 RUPEES
DIRECT EXPENSES		
Purchases (net of inventory)	390,385,287	251,735,510
Maintenance Costs	2,358,230	2,180,90
Consumables	1,396,429	1,340,075
Technical and Quality Assurance Costs	3,033,042	2,860,855
TOTAL	397,172,988	258,116,630

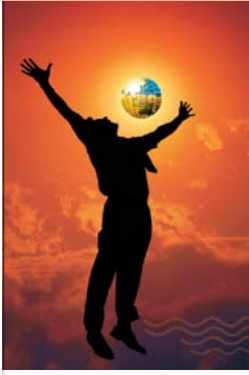
SCHEDULE ' H'

ADMINISTRATIVE AND OTHER EXPENSES		
Payments and Benefits to Employees	24,629,983	2,937,028
Outsourcing Expenses	4,501,500	5,502,785
Staff Welfare Expenses	846,784	248,861
Electricity Expenses	990,811	109,105
Rent, Rate and Taxes	1,462,037	678,737
Printing and Stationery	1,130,277	521,630
Travelling and conveyance	3,499,320	651,617
Communication Expenses	2,649,347	408,057
Legal Charges (ROC/Listing Fees)	13,633	56,450
Legal and Professional Charges	2,426,252	786,980
Registrar and Share Transfer Agents Charges	45,723	56,450
Misc Expenditure Written off	11,485	11,485
Business Promotion	1,566,699	1,279,815
Auditor Remuneration - Audit Fees	183,288	50,000
Miscellaneous Expenses	3,320,856	1,642,303
TOTAL	47,277,995	14,941,303

SCHEDULE ' I'

FINANCIAL CHARGES		
Bank Charges	313,298	134,530
Bank Interest	2,302,591	---
Other	635,775	---
TOTAL	32,51,664	134,530





NOTES

YEAR ENDING 31ST MARCH, 2009

SCHEDULE FORMING PART OF CONSOLIDATED ACCOUNTS
SCHEDULE J

NOTES TO ACCOUNTS

Principals of Consolidation

The accompanying financial statements include the accounts of Hydragen Infrastructures Private Limited, which is a 100 percent subsidiary of the company, and Green Energy Management Inc., USA, which is a 100 percent subsidiary of Hydragen Infrastructures Pvt Ltd..

The financial statements have been combined on a line by line basis by adding together book values of similar items of assets, liabilities, income and expenses.

For the acquisition during the year, Goodwill has been recorded to the cost of acquisition exceeding the parent's portion of equity in each subsidiary as at the year end. This accounting treatment, though not compliant with Accounting Standard 21 is considered conservative.

1. Accounting Policies :-

a) Accounting Convention :

The financial statements are prepared under historical cost convention. Revenues are recognized and expenses are accounted for on their accrual.

b) Fixed Assets:

All fixed Assets are stated at cost less depreciation. Cost comprises of purchase price and any other attributable costs, for bringing the assets to its working condition for its intended use.

c) Depreciation:

Depreciation is provided as per the rates prescribed in the Income Tax Act, 1961 on written Down Value on all Assets, from the date of installation.

d) Investments :

Investments are carried at cost.

e) Inventories

Inventories are valued after providing for obsolescence, as under:

1. Finished Goods: At lower of weighted average cost or net realizable value.
2. Work-in-Progress: At lower of cost (including related overheads) or net realizable value.
3. Spare Parts: At lower of weighted average cost or net realizable value.

f) Sundry Debtors :

Sundry Debtors are stated at net realizable value as certified by the Management.

g) Preliminary Expenses :

Preliminary expenses are written off over ten years.



2. Sales and Purchase Quantitative Details

The revenues of the company, except for the Solar Products, is not capable of quantification since it is based either on energy actually saved by the customers of the company or is billed on a complete turnkey basis. The quantitative details of Solar Products is as follows:

Particulars	Opening Balance		Purchases		Sales		Closing Stock	
	Quantity	Value	Quantity	Amount	Quantity	Amount	Quantity	Amount
Solar Street Lights	0	0	1347	2,307,411	1347	2,399,007	0	0
Solar Lamps	0	0	710	589,300	710	630,480	0	0
Solar Home Lighting Systems	0	0	107	1,593,230	107	1,784,332	0	0
Solar Water Heating System	0	0	57	1,406,760	57	1,617,774	0	0
Solar Modules	0	0	1,611	12,026,115	1,611	13,107,096	0	0
			3,832	17,922,816	3,832	19,538,689		

3. Secured Loans from Bank consists of Term Loan of Rs. 23,75,080/- secured against the assets financed, and working capital of Rs. 48,65,483/- secured against hypothecation of Inventories and Bank Debts and mortgage of Factory Building.
4. Contingent Liabilities:
Claims against the Company not acknowledged as debts: Rs 29.93 lakhs (Previous Year Rs 29.93 lacs)
5. Contracts remaining to be executed on capital account, net of advances : Rs. 34,00,000 (Previous Year Rs 21,00,000)
6. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount considered reasonable.
7. The amount included under the head Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and reconciliation, if any.
8. Previous year's figures have been regrouped and rearranged wherever necessary.

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2008 PURSUANT TO THE LISTING AGREEMENT WITH STOCK EXCHANGE

	31ST MARCH 2009	31ST MARCH 2008
A. Cash flow from operating activities		
Net profit(+)/loss(-)before tax and extraordinary items	72,513,353	54,421,988
Add : Depreciation	20,345,000	13,276,485
Add : Misc. EXP W/off	11,485	
Operating Profit before working capital changes	92,869,838	67,698,473
Adjustments for :		
Current Assets	(112,337,898)	(37,050,421)
Current Liabilities	24,029,007	2,754,337
Cash generated from operations	4,560,947	33,402,390
Taxes Paid	4,126,878	2,108,566
Net Cash generated from operations	434,069	31,293,791
A		
B. Cash flow from Investment Activities		
Purchase (-) / Sales (+) of Investments	4,104,041	6,491,300
Fixed Assets and Capital Advances	(11,854,220)	(60,957,500)
Net Cash Used in Investment Activities	(7,750,179)	(67,448,800)
B		
C. Cash Flow From Financing Activities		
Increase(+)/Decrease(-)in Borrowings	6,789,009	10,277,361
Increase in Share Capital and Warrant	—	—
Application Monies		
C		
Net Increase Cash & Cash Equivalents A+B+C	(527,101)	(23,769,050)
Opening Balance	2,260,867	26,029,917
Closing Balance	1,733,766	2,260,867

For **PARIMAL BHOGALE**
Chartered Accountants

On behalf of the Board
EPIC ENERGY LIMITED

Proprietor

NIKHIL MORSAWALA
Chairman

ZUBIN PATEL
Director

Place : Mumbai
Date : 3rd September, 2009

SANJAY GUGALE
Director

V CHANDRASEKHAR
Executive Director