

Version 2 Games Limited
Fifth Annual Report 2014-15

BOARD OF DIRECTORS

Mr Ashok Atluri (DIN: 00056050)

Mr M Ravi Kumar (DIN: 00089921)

Mr K Krishna Mohan (DIN: 01623107)

STATUTORY AUDITORS

Venkatadri & Co.,

Chartered Accountants

1408, Babukhan Estate,

Basheerbagh, Hyderabad- 500001

REGISTERED OFFICE

B-42, Industrial Estate

Sanathnagar, Hyderabad-500018,

Telangana, INDIA

CIN: U74999TG2010PLC068661

Phone : +91- 40 - 23813281, 23812894

Fax : +91- 40 – 23813694

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 5th Annual General Meeting of Company will be held on Friday the 25 September 2015 at 9.30 a.m. at B-42, Industrial Estate, Sanathnagar, Hyderabad – 500 018, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31 March 2015 including Audited Balance Sheet as at 31 March 2015, the Statement of Profit and Loss for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr M Ravi Kumar (DIN: 00089921), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Venkatadri & Co., Chartered Accountants, Hyderabad, Firm Regn No.004614S, as Statutory Auditors of the Company to hold office from the conclusion of this 5th Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration.

By order of the Board
For **Version 2 Games Limited**

Place: Hyderabad
Date: 14 August 2015

Ashok Atluri
Director
(DIN: 00056050)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. MEMBERS / PROXIES SHOULD PRODUCE AT THE ENTRANCE OF THE VENUE DULY FILLED ATTENDANCE SLIP FOR ATTENDING THE MEETING.

DIRECTORS' REPORT**Dear Members**

Your Directors have pleasure to present the audited accounts for the year ended 31 March 2015.

STATE OF COMPANY AFFAIRS

The Company earned an income of Rs 35,364/- during the year and expenses are Rs 46,515/-. The Profit/ (Loss) after tax was Rs (11,151)/-.

DIVIDEND

The Company incurred losses during the year and the Directors have not recommended any Dividend for the year ended 31 March 2015.

TRANSFER TO RESERVES

The Company incurred losses during the year and the Directors have not proposed to carry any amount to Reserves for the year.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with respect to Conservation of Energy, Technology Absorption: Nil – during the year under review 2014-15, the Company has not done any business.

Foreign Exchange Earnings and Outgo are provided in Annexure A.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure B** and is attached to this Report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company has conducted 4 Board meetings during the financial year under review.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956, M Ravi Kumar (DIN: 00089921), Director retires by rotation at the Fifth Annual General Meeting and being eligible, offers himself for reappointment. The Company is not mandatorily required to appoint any whole time Key Management Personnel (KMP).

AUDITORS

S Venkatadri & Co., Chartered Accountants, Hyderabad, Firm Regn No. 004614S, the Statutory Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting. The Company is in receipt of confirmation from the Statutory Auditors that in event of their reappointment as Statutory Auditors of the Company, such reappointment will be in accordance with the limits specified in Section 141 of the Companies Act, 2013.

The appointment of the Statutory Auditors of the Company is made pursuant to the provisions of Section 139 of the Companies Act, 2013, from the conclusion of this 5th Annual General Meeting till the conclusion of 6th Annual General Meeting.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

EMPLOYEE PARTICULARS

Information as per provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

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

ACKNOWLEDGMENTS

Your Directors thank the company's customers, banks, Government authorities and shareholders for their continued support.

For and on behalf of the Board

Place: Hyderabad
Date: 14 August 2015

Ashok Atluri
Director
(DIN: 00056050)

M Ravi Kumar
Director
(DIN: 00089921)

ANNEXURE - A

Statement of particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014

Foreign Exchange Earnings and Outgo

Particulars	(Rs in Lakhs)	
	2014-15	2013-14
Earned during the year	2,227.98	2,954.58
Used during the year	-	-

For and on behalf of the Board

Place: Hyderabad
Date: 14 August 2015

Ashok Atluri
Director
(DIN: 00056050)

M Ravi Kumar
Director
(DIN: 00089921)

Annexure B

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31 March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U74999TG2010PLC068661
ii)	Registration Date:	31 May 2010
iii)	Name of the Company:	Version 2 Games Limited
iv)	Category / Sub-Category of the Company:	Company Limited by Shares
v)	Address of the Registered office and contact details:	B-42, Industrial Estate, Sanathnagar, Hyderabad - 500018, Telangana Ph: 040-23813281; Fax: 040-23813694
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	NIL

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacture of electronic games	32405	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Zen Technologies Limited B-42, Industrial Estate, Sanathnagar, Hyderabad – 500018, Telangana, India	L72200TG1993PLC015939	Holding	100	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.0000	0	0	0	0.0000	0.00
b) Central Government	0	0	0	0.0000	0	0	0	0.0000	0.00
c) State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.00
d) Bodies Corporate	0	500000	500000	100	0	500000	500000	100	0.00

e) Banks / FI	0	0	0	0.0000	0	0	0	0.0000	0.00
f) Any Other	0	0	0	0.0000	0	0	0	0.0000	0.00
Sub-total (A)									
(1):-	0	500000	500000	100	0	500000	500000	100	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.00
b) Other – Individuals	0	0	0	0.0000	0	0	0	0.0000	0.00
c) Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.00
d) Banks / FI	0	0	0	0.0000	0	0	0	0.0000	0.00
e) Any Other	0	0	0	0.0000	0	0	0	0.0000	0.00
Sub-total (A)									
(2):-	0	0	0	0.0000	0	0	0	0.0000	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	500000	500000	100	0	500000	500000	100	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.0000	0	0	0	0.0000	0.00
b) Banks / FI	0	0	0	0.0000	0	0	0	0.0000	0.00
c) Central Government	0	0	0	0.0000	0	0	0	0.0000	0.00
d) State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.00
e) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.00
f) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.00
g) FIs	0	0	0	0.0000	0	0	0	0.0000	0.00
h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.00
i) Others (specify) Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.00
Sub-total (B)(1):-	0	0	0	0.0000	0	0	0	0.0000	0.00
2. Non- Institutions									
a) Bodies Corporate									
i) Indian	0	0	0	0.0000	0	0	0	0.0000	0.00
ii) Overseas	0	0	0	0.0000	0	0	0	0.0000	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0.0000	0	0	0	0.0000	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.0000	0	0	0	0.0000	0.00
c) Others	0	0	0	0.0000	0	0	0	0.0000	0.00

(specify)									
Sub-total (B)(2):-	0	0	0	0.0000	0	0	0	0.0000	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.0000	0	0	0	0.0000	0.00
Grand Total (A+B+C)	0	500000	500000	100.0000	0	500000	500000	100.0000	0.00

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Zen Technologies Limited	4,99,994	99.9988	0	4,99,994	99.9988	0	0.00
2	Ashok Atulri*	1	0.0002	0	1	0.0002	0	0.00
3	Vishnu Vardhan Yarmaneni*	1	0.0002	0	1	0.0002	0	0.00
4	Ramesh Akkineni*	1	0.0002	0	1	0.0002	0	0.00
5	Krishna Mohan kondraganti*	1	0.0002	0	1	0.0002	0	0.00
6	Kamepalli Krishna*	1	0.0002	0	1	0.0002	0	0.00
7	Ravi Kumar Midathala*	1	0.0002	0	1	0.0002	0	0.00

*Beneficial ownership in the equity shares held by Zen Technologies Limited

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year	-	-	-	-
	Increase/decrease	NIL			
	At the end of the year	-	-	-	-

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1					
	At the beginning of the year	-	-	-	-
	Transactions (purchase / sale) from 1 April 2014 up to 31 March 2015	-	-	-	-
	At the end of the year	-	-	-	-

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year				
	Directors				
1	Mr Ashok Atluri	1	0.0002	1	0.0002
2	Mr M Ravi Kumar	1	0.0002	1	0.0002
3	Mr K Krishna Mohan	1	0.0002	1	0.0002

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings		
	Commission		
			NIL

	Others, please specify	
	Total (1)	
2	Other Non-Executive Directors	
	Fee for attending board committee meetings	
	Commission	
	Others, please specify	
	Total (2)	
Total (B)=(1+2)		
Total Managerial Remuneration		
Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief	Details of Penalty / Punishment/ Compounding fees imposed	Authority	Appeal made,
		Description		[RD / NCLT/ COURT]	if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

For and on behalf of the Board

Place: Hyderabad
Date: 14 August 2015**Ashok Atluri**
Director
(DIN: 00056050)**M Ravi Kumar**
Director
(DIN: 00089921)

INDEPENDENT AUDITORS' REPORT

To
The Members
Version 2 Games Limited
Hyderabad

Report on the Financial Statements :

We have audited the accompanying financial statements of **VERSION 2 GAMES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial Statements :

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility :

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion :

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

- a) In the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2015; and
- b) In the case of the Statement of Profit and Loss, of the Loss for the Year ended on that date.
- c) In the case of the Cash Flow Statements, of the cash flows for the year ended _____ on that date.

Report on Other legal and Regulatory requirements :

1. As required by the Companies (Auditor's Report) Order, 2015, ("the order"), issued by the Central Government of India, in terms of subsection (11) of section 143 of the Companies Act, 2013, we give in Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet and Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies Accounts Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. the Company does not have any pending litigations which would impact its financial position.
 - b. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses .
 - c. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S Venkatadri & Co.,**
Chartered Accountants
Firm Regn. No: 004614S

Place: Hyderabad

Date: 23 May 2015

K Srinivasa Rao
Partner
Membership No. 201470

Annexure to the Auditor's Report

The Annexure referred to in paragraph 1 Report on other legal & regulatory requirements of our Report of even date to the members of **VERSION 2 GAMES LIMITED** on the accounts of the company for the year ended 31 March 2015. We report that

- I. The company does not hold any fixed assets as at the end of the year and hence provisions of clause I(a)& (b) of the order not applicable to the company and hence not reported upon
- II. The company did not hold any physical inventories during the year and therefore had no stocks of finished goods, stores, spare parts and raw materials during / at the end of the year. Accordingly, the provisions of Clauses II (a) & (b) of the Order are not applicable to the Company and hence not reported upon.
- III. The company has not granted any loans, secured or unsecured to the companies, firms or other parties listed in the register maintained under section 189 of the Companies act 2013.
- IV. The company has not purchased raw materials or components or fixed assets and has neither effected sale of goods/ services during the year. In our opinion, the company has an adequate internal control procedure commensurate with the size of the company and the nature of its business. Further we have not noticed any evidence of persisting failures to correct major weakness in internal control.
- V. The company has not accepted deposits from the public.
- VI. The maintenance of cost records as per provisions of section 148 of the Companies Act, 2013 is not applicable and hence not reported upon.
- VII.
 - a. According to the information and explanations given to us and the records of the company examined by us, in our opinion the Company is generally regular in payment of undisputed statutory dues of Income Tax, as applicable with appropriate authorities. We are informed by the company that the provisions of Provident Fund, Employee State Insurance, Excise Duty, Customs Duty, Wealth Tax, Service Tax, Value Added Tax, Sales Tax and Cess are not applicable.
 - b. According to the information and explanations given to us and the records of the company examined by us there are no undisputed amounts payable in respect of Income Tax as at 31st March 2015, which are outstanding for a period of more the than six months from the date they become payable.
 - c. According to the information and explanations given to us and the records of the company examined by us there are no dues of Income Tax, Service Tax, Value Added Tax, Sales Tax, Excise Duty, Customs Duty, Wealth Tax and Cess which have not been deposited on account of any dispute.
 - d. Investor education and protection fund is not applicable to this company.
- VIII. The Company is in operational for a period of less than five years and hence the provisions of clause VIII of the order are not applicable to the company and hence not reported thereon.
- IX. Based on our audit procedures and as per the information and explanations given by the management, The company does not have any dues to in respect of banks or financial institutions or debenture holders and hence clause (IX) of the order is not applicable to the company and hence not reported thereon.

- X. The company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;
- XI. In our opinion and according to the information and explanation given to us, the company has not borrowed any term loans during the year. Accordingly, the provisions of Clause xi of the Order are not applicable to the Company and hence not commented upon.
- XII. During the course of examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have not come across any instance of fraud on or by the company during the year.

For **S Venkatadri & Co.,**
Chartered Accountants
Firm Regn. No: 004614S

Place: Hyderabad

Date: 23 May 2015

K Srinivasa Rao
Partner
Membership No. 201470

Balance Sheet as at 31 March 2015

(in Rs.)

Particulars	Notes	As At	
		31.03.2015	31.03.2014
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3.01	500,000	500,000
(b) Reserves and surplus	3.02	(605,805)	(594,654)
		(105,805)	(94,654)
Non-current liabilities			
(a) Long term borrowings	3.03	-	-
		-	-
Current liabilities			
(a) Trade payables	3.04	95,136	95,136
(b) Other current liabilities	3.05	22,472	11,236
		117,608	106,372
TOTAL		11,804	11,719
ASSETS			
Non-current assets			
(a) Fixed assets			
- Tangible assets	3.06	-	-
- Intangible assets		-	-
(b) Long-term loans and advances	3.07	-	-
		-	-
Current assets			
(a) Trade receivables	3.08	-	-
(b) Cash and bank balances	3.09	11,804	11,719
(c) Short-term loans and advances	3.10	-	-
		11,804	11,719
TOTAL		11,804	11,719

As per our Report Attached

S. Venkatadri & Co.,

Chartered Accountants

Firm Registration No 004614S

K Srinivasa Rao

M.No: 201470

Place: Hyderabad

Date: 23.05.2015

For and on behalf of the Board

Ashok Atluri

Director

(DIN: 00056050)

M Ravi Kumar

Director

(DIN: 00089921)

Statement of Profit and loss for the year ended 31 March 2015 (in Rs.)

Particulars	Notes	For the Year ended	
		31.03.2015	31.03.2014
Income			
Revenue from operations	3.11	2,228	6,587
Other Income	3.12	33,136	230,416
Total Revenue (A)		35,364	237,003
Expenses			
Manufacturing expenses	3.13	-	-
Employee benefit expense	3.14	-	(7,278)
Finance costs	3.15	2,143	1,023
Other expenses	3.16	44,372	121,120
Depreciation and amortization expense		-	369,345
Total Expenses (B)		46,515	484,210
Profit/(Loss) before tax (A-B)		(11,151)	(247,207)
Tax expense		-	-
Total tax expenses		-	-
Profit/(Loss) for the year from Continuing Operations		(11,151)	(247,207)

As per our Report attached

S. Venkatadri & Co.,

Chartered Accountants

Firm Registration No 0046145

For and on behalf of the Board

K Srinivasa Rao

Membership No.: 201470

Place: Hyderabad

Date: 23.05.2015

Ashok Atluri

Director

(DIN: 00056050)

M Ravi Kumar

Director

(DIN: 00089921)

Cash flow statement for the Year ended 31 March 2015

In Rs

Particulars	For the Year ended 31 March	
	2015	2014
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	(11,151)	(247,207)
Non-cash adjustments:		
- Depreciation and amortisation expenses	11,236	369,345
Interest expense/Finance cost		
Operating profit before working capital changes	85.00	122,138
Changes in working capital:		
Increase/(decrease) in trade payables	-	(1,310,790)
Increase/(decrease) in other current liabilities	-	(1,248,798)
Decrease/(increase) in trade receivables	-	284,755
Decrease/(increase) in short term loans & advances	-	37,093
Decrease/(increase) in other current assets	-	-
Net cash flow from/(used in) operating activities (A)	-	2,237,740
CASH FLOW FROM INVESTING ACTIVITIES		
(Increase)/decrease in tangible and intangible fixed assets	-	1,938,826
(Increase)/decrease in long term loans & advances	-	179,118
Net cash flow from/(used in) investing activities (B)	-	2,117,944
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(decrease) in long term borrowings	-	-
Interest expense/Finance cost	-	-
Net cash flow from/(used in) in financing activities (C)	0.00	0.00
Net increase/(decrease) in cash & cash equivalents (A+B+C)	85.00	2,342.00
cash & cash equivalents at the beginning of the year		
cash & cash equivalents at the end of the year	85.00	2342.00
Opening Cash	11,719	9,377
Closing Cash	11,804	11,719

Note: 1. Figures in brackets indicate cash outgo.

2. Previous year figures have been regrouped wherever necessary to conform to the current year's classification.

As per our Report attached

S. Venkatadri & Co.,

Chartered Accountants

Firm Registration No 004614S

For and on behalf of the Board

K Srinivasa Rao

Membership No.: 201470

Place: Hyderabad

Date: 23.05.2015

Ashok Atluri

Director

(DIN: 00056050)

M Ravi Kumar

Director

(DIN: 00089921)

Notes to financial statements

(in Rs.)

Note No.	Particulars	As at 31 March 2015	As at 31 March 2014
3.01	SHARE CAPITAL		
	Authorised shares		
	5,00,00,000 (31 March 2014: 5,00,00,000) Equity shares of Rs. 1 each	50,000,000	50,000,000
		50,000,000	50,000,000
	Issued, subscribed and paid-up capital shares		
	5,00,000 (31 March 2014: 5,00,000) Equity shares of Rs. 1 each, fully paid-up	500,000	500,000
		500,000	500,000
	a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
	Equity Shares		
		<u>As at</u> <u>31 March 2015</u>	<u>As at</u> <u>31 March 2014</u>
		<u>Nos</u> <u>Amount</u>	<u>Nos</u> <u>Amount</u>
	At the beginning of the period	500,000 500,000	500,000 500,000
	Outstanding at the end of the period	500,000 500,000	500,000 500,000
	b. Terms/rights attached to equity shares		
	c. Details of shareholder holding more than 5% shares in the Company		
		<u>As at</u> <u>31 March 2015</u>	<u>As at</u> <u>31 March 2014</u>
		<u>Nos</u> <u>%</u>	<u>Nos</u> <u>%</u>
	Equity shares of `1 each fully paid		
	Name of the share holder		
	Zen Technologies Limited	500,000 100	500,000 100
		<u>500,000</u>	<u>500,000</u>
		<u>As at</u> <u>31 March 2015</u>	<u>As at</u> <u>31 March 2014</u>
		-	-
3.02	RESERVES AND SURPLUS		
	Securities premium reserve (Share premium)		
	Balance as per the last financial statements	-	-
	Add: Received during the year	-	-
	Closing Balance	-	-
	General reserve		
	Balance at the beginning of the year	-	-
	Add: amount transferred from surplus balance in the statement of profit and loss	-	-
	Closing Balance	-	-

Surplus/(deficit) in the statement of profit and loss	-	-
Balance as per last financial statements	(594,654)	(347,447)
Add : Net Profit/(loss) for the current period	(11,151)	(247,207)
Amount available for appropriation	(605,805)	(594,654)
Less: Appropriation	-	-
Tax on proposed Equity dividend	-	-
Transfer to General Reserve	-	-
Total appropriations	-	-
Net surplus in the statement of profit and loss	(605,805)	(594,654)
Total reserves and surplus	(605,805)	(594,654)

Notes to financial statements

(in Rs.)

Non-current

Note No	Particulars	As at 31 March 2015	As at 31 March 2014
3.03	LONG-TERM BORROWINGS		
	Un Secured		
	- Loan from Zen Technologies Ltd		-
		-	-

Note No	Particulars	As at 31 March 2015	As at 31 March 2014
3.04	TRADE PAYABLES		
	Trade payables		
	- Dues to Micro and Small Enterprises		-
	- Others	95,136	95,136
		95,136	95,136

Notes	Particulars	As at 31 March 2015	As at 31 March 2014
3.05	OTHER CURRENT LIABILITIES		
	Employee salaries and benefits:		
	- Salaries and benefits	-	-
	- Bonus and incentives		
	Other payables:		
	Advance from Zen Technologies Ltd	-	-
	Provision for expenses	22,472	11,236
Taxes payable:			
- TDS payable	-		
		22,472	11,236

Notes to financial statements

3.06 FIXED ASSETS

(in Rs)

Description	Rate %	Gross block				Accumulated depreciation				Net block	
		Opening Balance	Additions	Sales/ Adjustments	As at 31.03.15	As at 01.04.14	Charge for the year	Sales/ Adjustments	Total 31.03.15	As at 31.03.15	As at 31.03.14
- TANGIBLE		NIL									
- INTANGIBLE											
-											

Notes to financial statements

(in Rs.)

Note No.	Particulars	As at 31.03.2015	As at 31.03.2014
3.07	LONG-TERM LOANS AND ADVANCES		
	Unsecured, considered good		
	Security deposits		-
	Deposits		-
	Rental deposit		-
		-	-

3.08	TRADE RECEIVABLES	As at 31.03.2015	As at 31.03.2014
	Unsecured, considered good		
	Outstanding for a period exceeding 6 months from the date they are due for payment	-	-
	- Others		-
	Total	-	-

Note No.	Particulars	As at 31.03.2015	As at 31.03.2014
3.09	CASH AND BANK BALANCES		
	Cash and cash equivalents		
	Balances with banks:		
	- On current accounts	11,256	11,171
	Cash on hand	548	548
	11,804	11,719	
3.10	SHORT-TERM LOANS AND ADVANCES		
	Unsecured, considered good		
	Other loans and advances		
	- Loans and advances to employees		30,688
	- Advance for Expenses		6,405
	-	37,093	

Notes to financial statements

(in Rs.)

Note No.	Particulars	For the Year ended	
		31.03.2015	31.03.2014
3.11	REVENUE FROM OPERATIONS	-	-
	a) Sale of Products	2,228	6,587
	Less : Excise duty	-	-
		2,228	6,587
3.12	OTHER INCOME		
	Other Income	33,136	12,878
	Amount W.off/W.Back	-	217,538
		33,136	230,416

Note No.	Particulars	For the Year ended	
		31.03.2015	31.03.2014
3.13	MANUFACTURING EXPENSES	-	-
	Power and fuel		
	Freight	-	
	Repairs & Maintenance	-	
		-	-
3.14	EMPLOYEE BENEFITS EXPENSE		
	Salaries, wages and bonus	-	(7,278)
	Exgratia expense	-	
	Staff Welfare expenses	-	
		-	(7,278)
3.15	FINANCE COSTS		
	Bank Charges	2,143	1,023
	Interest		
		2,143	1,023

Notes to financial statements

(in `)

Note No.	Particulars	For the Year ended	
		31.03.2015	31.03.2014
3.16	OTHER EXPENSES		
	Business Promotion		
	Travel expenses - General	-	37,093
	Travel expenses - Directors		
	Conveyance	-	
	Freight Inward		
	Clearing & Forwarding Expenses		
	Professional tax		
	Incidental expenses	-	
	Installation Charges	-	-
	Misc Expenses	300	25,100
	Office Expenses		
	Office Maintenance		5,000
	Postage & Telephone	-	
	Printing & Stationary	-	
	Professional Charges	29,236	21,000
	Rates & Taxes	3,600	105
	Rent	-	21,586
	Security expenses	-	
	Payment to auditors		
	For Statutory & Tax audit fee	11,236	11,236
		<u>44,372</u>	<u>121,120</u>

Notes to Financial Statements

1. Basis of accounting and preparation of Financial Statements:

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) to comply with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year unless otherwise stated.

2. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize

3 Foreign Currency Transactions:

Expenses and Income are recorded at the exchange rate prevailing on the date of transaction. Assets and Liabilities on the date of the balance sheet are restated at the exchange rate prevailing on the balance sheet date. Exchange differences arising on settlement of the transaction and on account of restatement of assets and liabilities are dealt with in the Statement of Profit and Loss.

4. The Company has no business activities during the year.

5 Expenditure in Foreign Currency on Account of

Particulars	2014-15 (in Rs)
Foreign Travel	NIL
Consultancy Fee	NIL

6. List of SSI Units to whom amount is due for more than 30 days as on 31March 2015 is Rs NIL.

7. Related party transactions

As per Accounting Standard – 18 on Related Party disclosures issued by the Institute of Chartered Accountants of India the disclosure of transactions with the Related Party as defined in the Accounting Standard are given below:

(i) Details of transactions with the Related Parties:

(in Rs)		
S. No	Nature of Relation/Nature of Transactions	Amounts Outstanding As on 31.03.2015
1	Companies under the same management Amount payable to Zen Technologies Limited	95,136

As per our Report of even date

For **S. Venkatadri & Co.,**

Chartered Accountants

Fir's Regn No 004614S

For and on behalf of the Board

K. Srinivasa Rao

M.No 201470

Ashok Atluri

Director

(DIN: 00056050)

M Ravi Kumar

Director

(DIN: 00089921)

Place: Hyderabad

Date : 23 May 2015

Version 2 Games Limited

CIN: U74999TG2010PLC068661

Registered Office: B-42, Industrial Estate, Sanathnagar, Hyderabad – 500018, Telangana

PROXY FORM

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

Name of the Member(s):

Registered address:

Email ID:

Folio No. / Client ID:

DP ID:

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

1. Name: _____ E-mail id: _____

Address: _____

Signature: _____

or failing him/her

2. Name: _____ E-mail id: _____

Address: _____

Signature: _____

or failing him/her

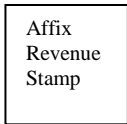
3. Name: _____ E-mail id: _____

Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company, to be held on Friday the 25 September 2015 at 9.30 a.m. its registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1	Consider and adopt the Financial Statements of the Company for the year ended 31 March 2015 including Audited Balance Sheet as at 31 March 2015, the Statement of Profit and Loss for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.		
2	Appoint Director in place of Mr M Ravi Kumar (DIN: 00089921), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Appoint M/s S Venkatadri & Co., Chartered Accountants, Hyderabad, Firm Regn No.004614S, as Statutory Auditors of the Company to hold office from the conclusion of this 5 th Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration		



Signed this day of 2015.

Signature of Member _____ Signature of Proxy holder(s) _____

Notes:

1. The proxy duly stamped, completed, signed should be deposited at the Registered Office of the Company, not less than 48 (Forty Eight) hours before commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Version 2 Games Limited

CIN: U74999TG2010PLC068661

Registered Office: B-42, Industrial Estate, Sanathnagar, Hyderabad – 500018, Telangana

ATTENDANCE SLIP

5th Annual General Meeting to be held on Friday the 25 September 2015 at 9.30 a.m.

I hereby record my presence at the 5th Annual General Meeting of the Company being held on Friday the 25 September 2015 at 9.30 a.m. at its registered office.

Name of the Member :

Name of the Proxy :

Signature of Member / Proxy :

Registered Folio no. /DP ID no. / Client ID no. :

Number of Equity Shares held:

Note: Please fill up this attendance slip and hand it over at the entrance of the venue. Members are requested to bring their copies of the Annual Report to the AGM.