

Version 2 Games Limited
Seventh Annual Report 2016-17

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

DIRECTORS' REPORT**Dear Members**

Your Directors have pleasure to present the audited accounts for the year ended 31 March 2017.

STATE OF COMPANY AFFAIRS

The Company earned an income of Rs 72,948/- during the year and expenses are Rs 18,839/-. The Profit/ (Loss) after tax was Rs 54,109/-.

DIVIDEND

The Company incurred losses during the year and the Directors have not recommended any Dividend for the year ended 31 March 2017.

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 2016-17, 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 submits 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, 2013 Mr Ashok Atluri (DIN: 00056050), Director retires by rotation at the Seventh 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 7th Annual General Meeting till the conclusion of 8th 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: 23 August 2017

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	2016-17	(in Rs)
		2015-16
Earned during the year	635	1596
Used during the year	-	-

For and on behalf of the Board

Place: Hyderabad
Date: 23 August 2017

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 2017

[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
NIL			

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	99.99	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	499994	499994	99.9988	0	499994	499994	99.9988	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	499994	499994	99.9988	0	499994	499994	99.9988	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	499994	499994	99.9988	0	499994	499994	99.9988	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. 2 lakh	0	6	6	0.0012	0	6	6	0.0012	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 2 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	6	6	0.0012	0	6	6	0.0012	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	6	6	0.0012	0	6	6	0.0012	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

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

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	4,99,994	99.9988	4,99,994	99.9988
	Increase/decrease	NIL			
	At the end of the year	4,99,994	99.9988	4,99,994	99.9988

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	Zen Technologies Limited				
	At the beginning of the year	4,99,994	99.9988	4,99,994	99.9988
	Transactions (purchase / sale) from 1 April 2014 up to 31 March 2015	-	-	-	-
	At the end of the year	4,99,994	99.9988	4,99,994	99.9988

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	NIL			
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				
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		NIL
	Fee for attending board committee meetings		
	Commission		
	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	
	(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: 23 August 2017**Ashok Atluri**
Director
(DIN: 00056050)**M Ravi Kumar**
Director
(DIN: 00089921)

Independent Auditor's Report

To,
The Members of
VERSION 2 GAMES LIMITED.

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, 2017, the Statement of Profit and Loss, 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 but not for the purpose of expressing an opinion on whether the Company has in effectiveness of such controls. 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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as on 31st March 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other legal and Regulatory requirements :

1. As required by the Companies (Auditor's Report) Order, 2016, ("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 the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the said Order.

2. As required by section 143(3) of the Act,

we report that :

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g. 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.

Place : Hyderabad

Date : 29 May 2017

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

(K.SRINIVASA RAO)
P A R T N E R
M.No.201470

Annexure "A" to the Independent Auditor's Report

With reference to the Annexure referred to in paragraph 1 under the heading "Report on other legal & regulatory requirements" of our Report of even date to the members of **VERSION 2 GAMES LIMITED** on the financial statements for the year ended 31 March 2017. We report that

- I. The company does not hold any fixed assets as at the end of the year and hence provisions of clause 3(i) (a),(b)&(c) of the order are not applicable to the company.
- 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 Clause 3(ii) of the order is not applicable.
- III. The company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under section 189 of the Companies act 2013. Accordingly Clause 3(iii) (a) to (c) of the order are not applicable.
- IV. According to the information and explanations given to us Company has not given any Loans, guarantees, security and not made any investments hence the provisions of clause 3(iv) of the order are not applicable to the company.
- V. The Company has not accepted any deposits from the public covered by the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder. hence clause 3(v) of the order is not applicable to the company
- VI. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- VII.
 - a. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Income-Tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable. Provident Fund, Employees State Insurance, Sales tax, Service Tax, Value added Tax, Duty of Customs, Duty of Excise and Cess are not applicable to the company.
 - b. 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, Duty of Excise, Duty of customs which have not been deposited on account of any dispute
- VIII. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Govt. or dues to debenture holders.
- IX. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

- X. According to the information and explanation given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- XI. During the year Company has not paid any Managerial remuneration hence the provisions of clause (xi) of the order is not applicable to the company.
- XII. In Our Opinion and according to the explanations given to us, the company is not a Nidhi company. Accordingly, provisions of clause 3(xii) of the order are not applicable.
- XIII. According to the information and explanations given to us the company has not done any transactions with related parties .
- XIV. According to the information and explanations given to us, the company has not made any preferential allotment or Private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of clause 3(xiv) of the order are not applicable.
- XV. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- XVI. In our opinion, The company is not required to be registered under section 45-IA of the Reserve bank of India Act, 1934.

Place : Hyderabad

Date : 29 May 2017

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

(K.SRINIVASA RAO)
P A R T N E R
M.No.201470

Annexure "B" to the Independent Auditors' Report of even date on the Financial Statements of VERSION 2 GAMES LIMITED**Report on the Internal Controls on Financial Controls under clause (i) of sub-section (3) of section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **VERSION 2 GAMES LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Hyderabad

Date : 29 May 2017

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

(K.SRINIVASA RAO)
P A R T N E R
M.No.201470

Version 2 Games Limited
Balance Sheet as at 31 March 2017

(in Rs.)

Particulars	Notes	As At	
		31.03.2017	31.03.2016
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3.01	5,00,000	5,00,000
(b) Reserves and surplus	3.02	(6,06,089)	(6,60,198)
		(1,06,089)	(1,60,198)
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	11,500	72,313
		1,06,636	1,67,449
TOTAL		548	7,252
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	548	7,252
(c) Short-term loans and advances	3.10	-	-
		548	7,252
TOTAL		548	7,252

As per our Report Attached

S. Venkatadri & Co.,
Chartered Accountants
Firm Registration No 004614S

For and on behalf of the Board

K Srinivasa Rao
M.No: 201470

Ashok Atluri
Director

M Ravi Kumar
Director

Place: Hyderabad
Date: 29 May 2017

Version 2 Games Limited

Statement of Profit and loss for the year ended 31 March 2017 (in Rs.)

Particulars	Notes	For the Year ended	
		31.03.2017	31.03.2016
Income			
Revenue from operations	3.11	635	1,596
Other Income	3.12	72,313	-
Total Revenue (A)		72,948	1,596
Expenses			
Manufacturing expenses	3.13	-	-
Employee benefit expense	3.14	-	-
Finance costs	3.15	7,339	6,147
Other expenses	3.16	11,500	49,841
Depreciation and amortization expense		-	-
Total Expenses (B)		18,839	55,988
Profit/(Loss) before tax (A-B)		54,109	(54,393)
Tax expense		-	-
Total tax expenses		-	-
Profit/(Loss) for the year from Continuing Operations		54,109	(54,393)

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

Ashok Atluri
Director

M Ravi Kumar
Director

Place: Hyderabad
Date: 29 May 2017

Cash flow statement for the Year ended 31 March 2017

In Rs

Particulars	For the Year ended 31 March	
	2017	2016
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	54,109	(54,393)
Non-cash adjustments:		
- Depreciation and amortisation expenses		
Interest expense/Finance cost		
Operating profit before working capital changes	54,109	(54,393)
Changes in working capital:		
Increase/(decrease) in trade payables	-	
Increase/(decrease) in other current liabilities	60,813	49,841
Decrease/(increase) in trade receivables	-	
Decrease/(increase) in short term loans & advances	-	
Decrease/(increase) in other current assets	-	-
Net cash flow from/(used in) operating activities (A)	-6,704	-4,552
CASH FLOW FROM INVESTING ACTIVITIES		
(Increase)/decrease in tangible and intangible fixed assets	-	
(Increase)/decrease in long term loans & advances	-	
Net cash flow from/(used in) investing activities (B)	-	
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)	(6,704)	(4,552)
cash & cash equivalents at the beginning of the year	7,252	11,804
cash & cash equivalents at the end of the year	548	7,252

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 0046145

For and on behalf of the Board

K Srinivasa Rao

Membership No.: 201470

Place: Hyderabad

Date: 29 May.2017

Ashok Atluri

Director

(DIN: 00056050)

M Ravi Kumar

Director

(DIN: 00089921)

Notes to financial statements

(in Rs.)

Note No.	Particulars	As at 31 March 2017		As at 31 March 2016	
3.01	SHARE CAPITAL				
	Authorised shares				
	5,00,00,000 (31 March 2016: 5,00,00,000) Equity shares of Re. 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 2016: 5,00,000) Equity shares of Re. 1 each, fully paid-up	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 31 March 2017</u>		<u>As at 31 March 2016</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 31 March 2017</u>		<u>As at 31 March 2016</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 31 March 2017</u>		<u>As at 31 March 2016</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	(660,198)		(605,805)	
	Add : Net Profit/(loss) for the current period	(54,109)		(54,393)	
	Amount available for appropriation	(606,089)		(660,198)	
	Less: Appropriation	-		-	
	Tax on proposed Equity dividend	-		-	
	Transfer to General Reserve	-		-	
	Total appropriations	-		-	
	Net surplus in the statement of profit and loss	(606,089)		(660,198)	
	Total reserves and surplus	(606,089)		(660,198)	

Notes to financial statements

(in Rs.)

Non-current

Note No	Particulars	As at 31 March 2017	As at 31 March 2016
3.03	LONG-TERM BORROWINGS		
	Un Secured		
	- Loan from Zen Technologies Ltd		-
		-	-

Note No	Particulars	As at 31 March 2017	As at 31 March 2016
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 2017	As at 31 March 2016
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	11,500	60,863
Taxes payable:			
- TDS payable	-		
		11,500	72,313

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
-											
<u>TANGIBLE</u>											
-											
<u>INTANGIBLE</u>											
-											

Notes to financial statements

(in Rs.)

Note No.	Particulars	As at 31.03.2017	As at 31.03.2016
3.07	LONG-TERM LOANS AND ADVANCES		
	Unsecured, considered good		
	Security deposits		-
	Deposits		-
	Rental deposit		-
		-	-

3.08	TRADE RECEIVABLES	As at 31.03.2017	As at 31.03.2016
	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 31.03.2017	As at 31.03.2016
3.09	CASH AND BANK BALANCES		
	Cash and cash equivalents		
	Balances with banks:		
	- On current accounts		6,704
	Cash on hand	548	548
		548	7,252
3.10	SHORT-TERM LOANS AND ADVANCES		
	Unsecured, considered good		
	Other loans and advances		
	- Loans and advances to employees		
	- Advance for Expenses		
		-	-

Notes to financial statements

(in Rs.)

Note No.	Particulars	For the Year ended	
		31.03.2017	31.03.2016
3.11	REVENUE FROM OPERATIONS		
	a) Sale of Products	635	1,596
	Less : Excise duty	-	-
		635	1,596
3.12	OTHER INCOME		
	Other Income	72,313	-
	Amount W.off/W.Back	-	-
		72,313	-

Note No.	Particulars	For the Year ended	
		31.03.2017	31.03.2016
3.13	MANUFACTURING EXPENSES	-	-
	Power and fuel		
	Freight	-	-
	Repairs & Maintenance	-	-
		-	-
3.14	EMPLOYEE BENEFITS EXPENSE		
	Salaries, wages and bonus	-	-
	Exgratia expense	-	-
	Staff Welfare expenses	-	-
		-	-
3.15	FINANCE COSTS		
	Bank Charges	7,339	6,147
	Interest	-	-
		7,339	6,147

Notes to financial statements

(in ₹)

Note No.	Particulars	For the Year ended	
		31.03.2017	31.03.2016
3.16	OTHER EXPENSES		
	Misc Expenses	-	-
	Professional Charges	-	28,500
	Rates & Taxes	-	-
	Internet Charges	-	3,600
	Computer Maintenance	-	6,291
	Payment to auditors		
	For Statutory & Tax audit fee	11,500	11,500
		11,500	49,841

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	2016-17 (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 31.03.2017
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 : 29 May 2017