

CURA TECHNOLOGIES LIMITED

CIN: L72200TG1991PLC013479

Registered Office: Plot No.12, Software Units Layout, Cyberabad, Hyderabad – 500081.

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the special business set out in the resolution appended below is proposed to be passed as special resolution by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolution setting out the facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on 11th April 2016, has appointed Mrs. Sarada Putcha, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e., 5:00 p.m. on 12th May 2016

In compliance with the Clause 35B of the Listing Agreement executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director. The result of the voting conducted through postal ballot would be announced by the Chairman on 13th May 2016 at 11:00 a.m. at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the BSE Limited, where the Company's shares are listed, published in the newspapers and displayed on the Company's website along with the Scrutinizer's report.

Item No. 1: Approval for sale of Company's properties / and Business of the Company

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions of the Companies Act, 2013, if any and the rules framed thereunder (including any amendment thereto or re-enactment thereof) (including any statutory modification or re-enactment thereof, for the time being in force), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2014, the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines and subject to such terms and conditions as may be specified by any of them while granting any such approvals and which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly constituted committee thereof and any person authorised by the Board in this behalf), the consent, authority and approval of the members of the Company, including confirmation of actions taken hitherto, be and is hereby accorded to the Board to sell, transfer, assign or cause to be sold, assigned, transferred, dispose and delivered the entire property(s) including its land & building situated at, Plot No. 12, Software Units Layout, Cyberabad, Hyderabad; Plot No. 17 with an area of one Acre at S. No. 408/1, Madhurawada(v), Visakhapatnam Rural Mandal, Visakhapatnam; and Entire Business in Singapore at # 55, Market Street, # 09-02, Singapore, and its subsidiary companies - together with all its respective assets, as the Board may consider necessary, any other deeds and other instruments and documents necessary to transfer/assign all right, title and interest except the assets and liabilities specifically excluded, at and for such consideration and on such terms & conditions as the Board of the Company deem fit, subject to adjustments, if any, to any individual, Body Corporate, or any prospective buyer or to such other purchaser as the Board may identify and approve in this regard, with effect from such date and on such terms and conditions, and with such modifications as may be required, and as the Board may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the sale and transfer of the said property (s) / business to any individual, Body Corporate, or any prospective buyer or to such other purchaser as the Board may identify and approve in this regard, or to such other purchaser as the Board may identify and approve in this regard, including finalizing, varying and settling the terms and conditions of the said sale and transfer, to settle and finalise all issues that may arise in this regard, without further referring to the members

of the Company; to negotiate and finalize the business transfer agreement, conveyance deeds, and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such business transfer agreement, conveyance deeds, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/ or State Government(s) and/ or local authorities; and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS
For CURA TECHNOLOGIES LIMITED

PLACE : HYDERABAD
DATE : 11.04.2016

Sd/-
CHAIRMAN & MANAGING DIRECTOR

NOTES :

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and the reasons for the proposed Special Business is appended herein.
2. The Notice is being sent to all shareholders by the prescribed mode under the Rules, whose names appear in the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Securities Depository Limited (CDSL) as on 8th April 2016
3. The shareholders whose name appear in the Register of Members/ List of Beneficial Owners as on 8th April 2016, will only be considered for voting.
4. All documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between **11:00 a.m. and 1:00 p.m. upto 12th May 2016**
5. **The instructions for shareholders voting electronically are as under :**
 - (i) The Remote E-voting period begins on Wednesday, 13th April 2016 at 10.00 A.M. and ends on Thursday, 12th May 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th April 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

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

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for **CURA TECHNOLOGIES LIMITED** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xx) The e-voting module shall be disabled by CDSL after 5.00 p.m. on 12th May, 2016.
 - (xxi) The results shall be declared on 13th May 2016. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
6. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Venture Capital & Corporate Investments Pvt. Ltd ,12-10-167, Bharatnagar,Hyderabad,Telangana - 500018 / Investor Service Department of the Company immediately.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND EXPLANATION ABOUT REASONS FOR THE PASSING OF THE SPECIAL RESOLUTIONS AS REQUIRED UNDER RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No. 1 :

Approval for sale of Company's properties / and Business of the Company

Members of the Company are aware, quite some time, the company is incurring huge losses. Loans availed by the company from Banks and lenders was very huge and could not meet the terms and conditions of the repayment schedule, and inspite of best efforts made by the Board of Directors, the Company could not manage to repay its debts to the Banks. In our opinion, as it would take a considerably long time for the economy to be vibrant and in order to give comfort to the Lenders with a concrete plan, the Company is also contemplating bi-lateral / multi-lateral settlements, either one-time, negotiated or otherwise, in respect of the dues, that may require to sell / dispose of the property (s) / and assets of the Company, sale of core fixed assets and / non-core fixed assets, sale of surplus assets / investments, sale of business & realization of current assets and other current assets, in order to settle dues of the lenders and creditors of the Company. Moreover, Board would like to bring to kind attention of the members of the company the notice received from the Andhra Bank agreeing for the settlement of dues and failing which right of the Bank to enforce the loan and security documents and to continue its further action under SARFAESI Act 2002

In order to repay the outstanding debts to the banks/financial institutions, it has become necessary for the Company to sell of its assets, both moveable and immoveable, company's Business to prospective buyers for the entire property(s) including its land & building situated at, Plot No. 12, Software Units Layout, Cyberabad,Hyderabad; Plot No. 17 with an area of one Acre at S. No. 408/1, Madhurawada(v), Visakhapatnam RuralMandal, Visakhapatnam; and Entire Business in Singapore at # 55, Market Street, # 09-02, Singapore, and its subsidiary companies. The amount so realized shall be available for the discharge of the Company's liabilities towards its Lenders.

In order to sell the said properties and Business of the company, which are considered as Substantial, approval of Shareholders of the Company is necessary by way of passing a Special Resolution under Section 180(1) (a) of the Companies Act, 2013, under Postal Ballot process as required under the provisions of Section 110 of the Act read with the relevant Rules. In its meeting held on 11th April 2016, the Audit Committee has recommended to the Board of Directors, the sale of the said listed properties and Business subject to approval of the members at and for such consideration as the Board may deem fit at the best interest of the Company, subject to adjustments if any.

In terms of Section 180(1)(a) of the Companies Act, 2013 (the "Act"), the Board of Directors of a company may sell or dispose the whole of the undertaking or substantially the whole of the undertaking of the company with the consent of the members by way of a special resolution. As per the explanation to Section 180(1)(a), "undertaking" is construed to mean an undertaking where the investment of the company exceeds 20% of the net worth of the company as per the audited balance sheet of the preceding financial year or if the undertaking generated 20% of the total income of the company during the previous financial year. It is proposed that shareholder consent by way of a special resolution be obtained for the proposed transfer and sale.

Basis the foregoing, assent (FOR) or dissent (AGAINST) of the shareholders of the Company in respect of the aforementioned special resolution, is being sought through postal ballot/ e-voting.

None of the Directors/ Managers/ Key Managerial Personnel of the Company and their relatives is/ are, in any way, concerned or interested in the said resolution, except to the extent of their respective shareholdings in the Company, if any, and such other additional obligations that they are required to fulfil in order to complete the transaction. The Board of Directors recommend passing of this resolution.

CURA TECHNOLOGIES LIMITED

CIN: L72200TG1991PLC013479

Registered Office: Plot No.12, Software Units Layout, Cyberabad, Hyderabad - 500081.

Serial Number:

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)			
2. Registered address of the Sole/ First named shareholder :			
3. Registered folio No./DP ID No. / Client ID No.* (Applicable to investors holding shares in dematerialized from) :			
4. Number of shares held			
5. I/We hereby exercise my/our vote in respect of the Special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.			
Resolution No.	Particulars	I/We assent to the resolution	I/We assent to the resolution
1.	Approval for sale of Company's properties / and Business of the Company including land & Building at Hyderabad, Visakhapatnam and Business at Singapore including its subsidiaries		

Place :

Date :

Signature of the Shareholder(s)

INSTRUCTIONS :

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)
2. The Board of Directors of the Company appointed Mrs.SaradaPutcha, Practicing Company Secretary as Scrutinizer for purpose of conducting Postal Ballot Process. The self-addressed envelope bears the Name of the scrutinizer.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Incomplete and Unsigned postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours i.e., 5:00 P.M on Thursday, 12th May, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified above.

Calendar of Events :

- | | |
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| 1. Cut-off date for reckoning the eligibility to vote | : 08.04.2016 |
| 2. Date on which Consent was given by the scrutinizer to act as Scrutinizer | : 08.04.2016 |
| 3. Date of Appointment of Scrutinizer | : 11.04.2016 |
| 4. Date of dispatch of Notice | : 12.04.2016 |
| 5. Date of Completion of dispatch of Notice along with Postal Ballot | : 12.04.2016 |
| 6. News Paper advertisement | : 12.04.2016 |
| 7. Remote E-voting begin date | : 13.04.2016 |
| 8. Last date for receiving Postal Ballot Forms by the scrutinizer | : 12.05.2016 |
| 9. Date of Submission of Report by the Scrutinizer | : 13.05.2016 |
| 10. Date of Declaration of the Results by the Chairman | : 13.05.2016 |
| 11. Date of Intimation of the Postal Ballots Results to the Concerned Stock Exchanges | : 13.05.2016 |
| 12. Date of Publication of Postal Ballot Results in the News Papers | : 14.05.2016 |