

# 26<sup>th</sup> ANNUAL REPORT



**CURA TECHNOLOGIES LIMITED**

**2016 - 17**

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Plot No. 12, Software Units Layout, Cyberabad,  
Hyderabad - 500 081, Telangana.

## CURA TECHNOLOGIES LIMITED

CIN: L72200TG1991PLC013479

### BOARD OF DIRECTORS

<b>Sri Bala Reddy G.</b>	-	<b>Chairman &amp; Managing Director</b> (DIN : 01562665)
<b>Smt. Lalitha Gudimetla</b>	-	Independent Director (DIN : 02198243)
<b>Sri Venkata Reddy Nalabolu</b>	-	Independent Director (DIN : 01930652)
<b>Sri T. Srinivasa Rao</b>	-	Independent Director (DIN : 06545264)
<b>Company Secretary &amp; Compliance Officer</b>	:	D. Alima
<b>Auditors</b>	:	RAMBABU & CO. Chartered Accountants Pancom Chambers, 6-3-1090/1/A, Rajbhavan Road, Somajiguda, Hyderabad - 500 082.
<b>Secretarial Auditors</b>	:	M/s. K.CH. VENKAT REDDY Company Secretary in Practice 402, Kamala Towers, St. No. 14, Himayath Nagar, Hyderabad - 500 029.
<b>Audit Committee</b>	:	Lalitha Gudimetla - Member Venkat Reddy Nalabolu - Chairman T. Srinivas Rao - Member
<b>Nomination &amp; Remuneration Committee</b>	:	Lalitha Gudimetla - Chairman Venkat Reddy Nalabolu - Member T. Srinivas Rao - Member
<b>Stake Holder Relation Committee</b>	:	Lalitha Gudimetla - Member Venkat Reddy Nalabolu - Chairman T. Srinivas Rao - Member
<b>Independent Directors Committee</b>	:	Lalitha Gudimetla - Member Venkat Reddy Nalabolu - Chairman T. Srinivas Rao - Member
<b>Bankers</b>	:	State Bank of India Andhra Bank Axis Bank Limited HDFC Bank Limited
<b>Registered Office</b>	:	Plot No 12, Software Unit Layout, Cyberabad, Hyderabad – 500 081 Tel : 040-23111793, Fax : 040-23100385 E-Mail: secretarial@curasoftware.com Website : www.curatechnologies.co.in
<b>Listed At</b>	:	BSE Limited & NSE Limited
<b>ISIN</b>	:	INE117B01012
<b>Website</b>	:	www.curatechnologies.in
<b>Share Transfer Agents</b>	:	<b>Venture Capital and Corporate Investments Private Limited</b> 12-10-167, Bharatnagar, Hyderabad – 500 018

## NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Company will be held on Friday, 29th September, 2017 at 12.00 Noon at FAPCCI Auditorium Hall, 11-6-841, Federation House, Red Hills, FAPCCI MARG, Hyderabad, and Telangana - 500 004 to transact the following items of business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, the Statement of Profit and Loss Account and cash flow statement for the year ended on that date together with the notes attached thereto, along with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Sri G Bala Reddy (DIN: 01562665) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendations of the Audit Committee, M/s P Murali & Co., Chartered Accountants (Firm Registration No. 007257S ), be appointed as the Statutory Auditors of the Company in place of retiring auditors M/S. Rambabu & Co, Chartered Accountants (Firm Registration No. 002976S), to hold office from the conclusion of this 26th Annual General Meeting (AGM) until the conclusion of 31st AGM, subject to ratification by members every year, at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company.”

By Order of the Board of Directors  
**CURA TECHNOLOGIES LIMITED**

Sd/-  
**(G. BALA REDDY)**

CHAIRMAN AND MANAGING DIRECTOR  
 (DIN NO: 01562665)

Place: Hyderabad

Date: 11.08.2017

### Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. Members / proxies are requested to bring their attendance slip along with their copy of annual report to the Meeting.
3. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
4. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
5. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. The business set out in the Notice will also be transacted through electronic voting system (e-voting facility) and as required the Company is providing the said e-voting facility to its members. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members, who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by an e-mail.

8. The Company has engaged the services provided by Central Depository Services (India) Limited (CSDL) as the Agency to provide e-voting facility. The e-voting facility will be available at the website [www.evotingindia.com](http://www.evotingindia.com) and instructions and other information relating to e-voting are given in this Notice under Note No. 13.
9. The members are requested to note that apart from aforesaid e-voting facility, ballot or polling paper will also be made available at the meeting to enable them to exercise their voting right at the meeting.
10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. All documents referred to in the notice are open for inspection at the Corporate Office of the Company during office hours on all working days except public holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
12. Information and other instructions relating to e-voting are as under:
  - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Clause 35B of the Listing Agreement, the Company is extending facility of voting by electronic means (e-voting facility) to its members enabling them to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - ii. Under this mode the members may either cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') or at the venue of the meeting (insta poll). The insta poll facility shall be made available at the Meeting to enable the members attending the Meeting who have not cast their vote by remote e-voting can vote at the Meeting through 'Insta Poll'.
  - iii. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - iv. 22nd September, 2017 is fixed as cut-off date for e-voting facility purpose and accordingly a person whose name is recorded in the register of members (either in physical form or in dematerialization form) as on the cut-off date only are entitled to avail the e-voting facility based on the paid up value of shares held as on that date.
  - v. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 22nd September, 2017 is requested to contact Central Depository services (INDIA) Limited (CDSL) to get the details relating to his/her user-id and password. Members may send an email request to [www.evotingindia.com](http://www.evotingindia.com)
  - vi. The Board of Directors of the Company has appointed Mr.K.CH. Venkat Reddy of M/s C.V. Reddy K & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the insta poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as such.
  - vii. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Annual General Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. Thereafter, the Chairman or any other person authorized by the Chairman shall declare the result of the voting forthwith. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.curatechnologies.co.in](http://www.curatechnologies.co.in) and on the website of [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchange.
  - viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2017.
  - ix. Members are requested to note that the remote e-voting will open at 09.00 A.M. (IST) on September 26, 2017 and shall remain open till 5.00 P.M. (IST) on September 28, 2017 and the remote e-voting module will be disabled by CDSL after 5.00 P.M. on September 28, 2017.
  - x. The procedure and instructions for remote e-voting are as follows:

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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..</li> </ul>
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#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 the relevant <Company Name> 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 changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 26.09.2017 at 9.00 A.M and ends on 28.09.2017 at 05.00 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 22.09.2017 of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**General Instructions:**

- a. The e-voting period commences on 26.09.2017 (09.00 A.M) and ends on 28.09.2017 (05.00 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 22.09.2017 may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2017, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. K.CH. Venkat Reddy of M/s C.V. Reddy K & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- e. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22.09.2017. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.curatechnologies.co.in](http://www.curatechnologies.co.in) and on the website of CDSL within two days of the passing of the resolutions at 26th Annual General Meeting of the Company on 29th day September, 2017 and communicated to the Stock Exchanges.

**Details of Directors of the company**

[in pursuance of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015.]

Name of Director	G. LALITHA	G. BALA REDDY	VENKATA REDDY NALABOLU	TELUKUTLA SRINIVASA RAO
Date of Birth	01.06.1967	26.06.1965	10.04.1963	16.05.1968
Date of Appointment	24.04.2008	07.04.2008	24.04.2008	07.07.2016
Date of Resignation	--	--	--	--
Qualification	M.A., M. Phil	M.A.,	B E Electricals	MA Phd
Expertise in specific functional areas	She has vast experience in administration, finance and General Management.	He has more than 20 years' experience in General Management, Administration and Finance. He has guided the direction of our company and has taken responsibility for ensuring continuous growth of our Company. He has been instrumental in moulding the company to present level. Under his able and dynamic leadership, we believe our company has made enormous progress and has made enormous progress and has metamorphosed into a profitable Company.	He has 18 years of experience in Electrical and Electronics and Software Embedded industry in India and abroad	He is MA, M.Phil, Ph.D and has more than 20 years of experience in the field of Market Research & consultancy, Infrastructure & management and he
No. of Shares held in the Company	Nil	2069	Nil	Nil
List of companies in which Directorship held as on 31.03.2017	I.C.S.A. (INDIA) LIMITED	1. P R CEMENTS LTD 2. I.C.S.A. (INDIA) LIMITED 3.SAHASRA INVESTMENTS PRIVATE LIMITED 4. BRG ENERGY LIMITED 5. SOFTPRO TECHNOLOGIES PRIVATE LIMITED	1. ORWIP ELECTRICAL ENGINEERS (INDIA) PRIVATE LIMITED	I.C.S.A. (INDIA) LIMITED
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2017	Audit Committee-Chairperson Nomination & Remuneration Committee-Chairperson Stakeholders Relationship Committee-Chairperson		Audit Committee-Member Nomination & Remuneration Committee-Member Stakeholders Relationship Committee- Member	Audit Committee-Member Nomination & Remuneration Committee- Member Stakeholders Relationship Committee- Member

By Order of the Board of Directors  
**CURA TECHNOLOGIES LIMITED**

Sd/-

**(G. BALA REDDY)**

CHAIRMAN AND MANAGING DIRECTOR  
(DIN NO: 01562665)

Place: Hyderabad  
Date: 11.08.2017

In terms of the requirement of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, route map for the location of the venue of the 26th Annual General Meeting is given below:



**BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS**

Dear Members,

Your Directors are pleased to present the Twenty Sixth Annual Report together with the Audited Statement of Accounts for the Financial Year ended 31st March, 2017.

**FINANCIAL RESULTS**

(Amount in Rs. in Lakhs)

PARTICULARS	Standalone	
	Current Year 2016-17	Previous Year 2015-16
Income		
Software & Technical Services	<b>525.55</b>	633.33
Lease/Rental Income	<b>34.60</b>	291.54
Other Income	<b>1.95</b>	7.29
Total Income	<b>562.10</b>	932.16
Total Expenditure	<b>2406.66</b>	960.43
Profit/(loss) before exceptional items	<b>(1844.56)</b>	(28.27)
Exceptional Items	<b>3039.56</b>	-
Profit/(loss) before tax	<b>(4884.12)</b>	(28.27)
Provision for Tax	<b>(19.68)</b>	(12.66)
Net Profit/(Loss) after Tax	<b>(4864.44)</b>	(15.61)
EPS- Basic	<b>(50.91)</b>	(0.16)
EPS – Diluted	<b>(50.91)</b>	(0.16)

**OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE**

Your Company has recorded a Standalone Income (as per Indian GAAP) of Rs. 562.10 Lakhs for the Financial Year under review and Loss of Rs.4864.44 Lakhs, with provision for doubtful advances & doubtful receivables.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

During the period under review and the date of Board's Report there was no change in the nature of Business.

**TRANSFER TO RESERVES:**

Directors have decided not to transfer any amount to reserves for the year.

**DIVIDEND:**

Due to losses, no dividend has been recommended by directors for the financial year 2016 – 17.

**SHARE CAPITAL**

The Paid up Equity Share Capital as on 31st March, 2017 was Rs. 9.55 crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

**PUBLIC DEPOSITS:**

Your Company has not accepted any deposits falling under Section 76(1) of the Companies Act, 2013 and any other applicable provisions of the Act read with Rule 2 of the Companies (Acceptance of Deposits) Rules 2014 during the year under review.

**BOARD MEETINGS DURING THE YEAR:**

The Board of Directors duly met 7 (Seven) times on 30.05.2016, 31.05.2016, 07.07.2016, 13.08.2016, 14.11.2016, 28.11.2016 and 14.02.2017 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.



**APPOINTMENT / RE-APPOINTMENT OF DIRECTORS / CEO / CFO AND KEY MANAGERIAL PERSONNEL::**

As per the provisions of the Companies Act 2013, Mr. G Bala Reddy (holding DIN: 01562665), will retire by rotation at the ensuing Annual General Meeting in terms of Section 152 and other applicable provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment.

**The details of the appointment/re-appointment of the director/s::**

Particulars	Details
Name	G. BALA REDDY
DIN	01562665
Date of Birth	26.06.1965
Date of Appointment	07.04.2008
Qualifications	M.A.,
No. of Shares held in the Company	2069
Directorships held in other companies (excluding private limited and foreign companies)	1. P R CEMENTS LTD 2. I.C.S.A. (INDIA) LIMITED 3. SAHASRA INVESTMENTS PRIVATE LIMITED 4. BRG ENERGY LIMITED 5. SOFTPRO TECHNOLOGIES PRIVATE LIMITED
Positions held in mandatory committees of other companies	-
Relationship with other directors of the Company	-

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Company has received declarations from Mr. Venkata Reddy Nalabolu, Mr. Lalitha Gudimetla and Mr. Telukutla Srinivasa Rao, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Annexure-II

**PARTICULARS OF EMPLOYEES:**

There are no employees whose particulars are to be furnished U/s 197 (12) of the Companies Act, 2013 and any other applicable provisions of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as the remuneration of none of the employees has crossed the limits specified therein.

**HUMAN RESOURCES**

'Human Resources' are recognized as a key pillar of any successful organization and so is for CURA TECHNOLOGIES LIMITED. The company puts constant efforts in recruiting and training the employees and ensures to bring out the best of them. The company adopts a HR policy and ensures that all the employees are aware of personnel policies. The needs of the employees are addressed with high importance and efforts are made to provide a highly challenging and healthy environment. Besides all these, the company places high emphasis on professional etiquette required of every employee.

**BUSINESS RISK MANAGEMENT**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and it establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business

risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

#### **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

Cura Technologies Limited has an adequate system of internal control to ensure that the resources of the Company are used efficiently and effectively, all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly, financial and other data are reliable for preparing financial information and other data and for maintaining accountability of assets. The internal control is supplemented by extensive programme of internal audits, review by management, documented policies, guidelines and procedures.

#### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not made any investment or given any loans or guarantees or provided any security during the year.

#### **FIXED DEPOSITS:**

The Company has not accepted any fixed deposits during the financial year 2016-17. There are no outstanding deposits as on 31.03.2017.

#### **CONSOLIDATED ACCOUNTS WITH THE ACCOUNTS OF SUBSIDIARIES i.e. CURA GLOBAL GRC SOLUTIONS PTE LTD, SINGAPORE AND SOFTPRO TECHNOLOGIES PRIVATE LIMITED:**

Cura Global GRC Solutions Pte Ltd has taken loan from Bank of India under guarantee from Andhra Bank against the properties and loan could not be repaid to the banks in time. The Andhra Bank has paid the amount to Bank of India and claimed from the company. During the financial year 2016-17, the Andhra Bank, Sultan Bazar Branch, Hyderabad had sold the properties pledged to them and adjusted the amounts under One Time Settlement of the loans in the month of May 2016. After sale of assets the Cura Global GRC Solutions Pte Ltd, did not have any business and the other assets of subsidiary company has been sold to White Orchids Co Ltd for a sum of Rs.1 crore. All the other subsidiaries i.e Cura Risk Management Software (PTY) Limited, South Africa, Cura Software Solutions UK Limited, uk, Cura software Solutions Company, USA and Cura Risk Management Software (PTY), Australia are the step-down subsidiaries of the Cura Global GRC Solutions Pte Ltd have also has been closed automatically.

Accordingly there is no business income from the Cura Global GRC Solutions Pte Ltd since quarter ending 30th June 2016 and providing the consolidated financial results were not given on quarterly basis.

Hence the consolidated accounts have not been done for the financial year 2016-17 as the same is not applicable.

The subsidiary companies are in the process of filing the required documents to ACRA, Singapore & ROC, Hyderabad with regard to the closure of the companies.

#### **RELATED PARTY TRANSACTIONS:**

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 in prescribed form AOC-2, is appended as Annexure III to the Board's report.

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Companies Act, 2013, Annual Performance Evaluation of the Directors as well as of the Audit Committee, Nomination and Remuneration has been carried out.

The Performance Evaluation of the Independent Directors was carried out by the entire Board and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

#### **NOMINATION AND REMUNERATION POLICY**

The Company has adopted the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and Clause 49 of the Listing Agreement.

##### **The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:**

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company. Details of the Remuneration Policy are given in the Corporate Governance Report.

#### **BOARD AND COMMITTEE MEETINGS**

A calendar of Board and Committee Meetings to be held during the year was circulated in advance to the Directors. Seven Board Meetings were convened and held during the year.

The Board has constituted an Audit Committee with all Independent Directors namely Mrs. LALITHA GUDIMETLA, Mr. VENKATA REDDY NALABOLU and Mr. T Srinivasa Rao as Members. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the SEBI (LODR) Regulation, 2015.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your Directors to the best of their knowledge and ability confirm as under:

- a) In the preparation of the annual accounts, for the year ended 31st March 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors have 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 at the end of the financial year and of the profit of the Company for that period;
- c) The Directors have 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 annual accounts have been prepared on a going concern basis; and
- e) The Company had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.
- f) The have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **AUDITORS**

##### **STATUTORY AUDITORS**

M/s. P Murali & CO., Chartered Accountants, Hyderabad appointed as Statutory Auditors of the Company at the ensuing annual general meeting.

It is proposed to appoint M/s. P Murali & Co., Chartered Accountants, (Firm Reg no: 007257S) Hyderabad, in the

ensuing Annual General Meeting as Statutory Auditors of the Company for one term of five consecutive years i.e. from F.Y. 2017-18 to F.Y. 2021-22 subject to ratification of such appointment by the members at every Annual General Meeting from 2017 to 2022. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under.

#### **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s C.V. Reddy K & Associates, Practising Company Secretaries, to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure I'.

The Secretarial Audit Report for the financial year ended 31st March, 2017 do not contain any qualification, reservation, adverse remark or disclaimer.

#### **INTERNAL AUDITORS:**

The Company does not have internal auditors.

#### **AUDIT REPORTS:**

##### **(a) Statutory Auditors Report:**

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2017 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges that may occur in the industry.

##### **(b) Secretarial Audit Report:**

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013 and does not have any qualifications, reservations or adverse remarks except that the Company does not have internal auditors. The Board is looking for internal auditors and the vacancy will be filled shortly.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Since your Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

#### **COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with BSE Limited and framed the following policies which are available on Company's website i.e. [www.curatechnologies.co.in](http://www.curatechnologies.co.in)

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarisation programme for Independent Directors
- Anti - Sexual Harassment Policy
- Related Party Policy
- Code of Conduct

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information in accordance with Section 134 of Companies Act, 2013 and any other applicable provisions of the Act read with the Companies (Accounts) Rules, 2014 and form part of the Directors Report for the period ended 31st March, 2017 is follows:

- A. Conservation of Energy** - Your Company is engaged in Software Development and IT Enabled Services and hence the details in respect of the above are not applicable. However, measures are taken to reduce energy consumption wherever possible.

**B. Research & Development** - Research and development of new services, designs, frameworks, processes and methodologies continue to be of importance at your Company. This allows Company to enhance quality and productivity and customer satisfaction through continuous innovation.

**C. Technology Absorption** - The Company being a knowledge based entity, continuously adapt itself to changing technologies so as to adhere to the quality policy and meet its clients' expectations.

<b>D. Foreign Exchange Earnings &amp; Outgo:</b>	(Rs. in Crores)	
	<b>2016-17</b>	2015-16
Foreign Exchange earnings	<b>6.32</b>	4.93
Foreign Exchange outgo	-	-

#### **INSURANCE:**

The assets of your Company are adequately insured.

#### **NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:**

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

#### **SECRETARIAL STANDARDS:**

The company is in compliance with SS 1 & SS 2.

#### **LISTING AT STOCK EXCHANGE:**

The Equity Shares of the Company continue to be listed on Bombay Stock Exchange Limited & National Stock Exchange of India Limited. Annual listing fees have been paid to these Exchanges for the year 2017-18.

#### **SUBSIDIARY COMPANIES:**

The Company has closed all its 5 subsidiaries at overseas (including step down subsidiaries) as on 31st March 2017. The subsidiary at India has been struck off by the ROC, Hyderabad on account not carrying any business for past 3 years.

#### **EXTRACT OF ANNUAL RETURN**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report – Annexure II.

#### **SEXUAL HARASSMENT**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

#### **CORPORATE GOVERNANCE:**

The Report on Corporate Governance, as required under Sebi (LODR) Regulations, 2015, forms part of the Annual Report.

- a) Management Discussion & Analysis Report: Aspects of Management Discussion and Analysis is enclosed as Annexure – I to this report.
- b) Report on Corporate Governance: A separate report on Corporate Governance along with Auditor's Certificate on its compliance is enclosed as Annexure – II to this report.

#### **ACKNOWLEDGEMENTS:**

Your Directors thank customers, vendors, bankers, and service providers as well as regulatory and Governments Authorities for their support.

Your Directors would also like to place on record their sincere appreciation and gratitude to the Shareholders for their support and co-operation. Your Directors express their heartfelt gratitude to the employees for their exceptional commitment and loyalty to the Company.

By Order of the Board of Directors  
**CURA TECHNOLOGIES LIMITED**

Sd/-

**(G. BALA REDDY)**

CHAIRMAN AND MANAGING DIRECTOR

Place: Hyderabad  
Date: 11.08.2017

## CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Certificate of Code of Conduct for the year 2016-17 as per Regulation 17(5) read with Regulation 34(3) Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Cura Technologies Limited is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a "Code of Ethics and Business Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Ethics and Business Conduct, under a certificate of Code of Conduct for the year 2016-17.

By Order of the Board of Directors  
**CURA TECHNOLOGIES LIMITED**

Place: Hyderabad  
Date: 11.08.2017

Sd/-  
**(G. BALA REDDY)**  
CHAIRMAN AND MANAGING DIRECTOR

### Annexure - II

#### FORM No. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Sl. No.	Name of the related party	Nature of contract	Nature of relationship	Salient features	Amount
1.	G Bala Reddy	-	Key management Person		
2.	Cura Global GRC Solutions Pte Lilmited	-	Wholly Owned Subsidiary Company	Sales	6,33,33,329

## MANAGEMENT DISCUSSION & ANALYSIS

The contents stated within this report may be futuristic in nature and may draw the attention of risks and uncertainties. The company would not have full control on risks associated with the new products, services and competitors' positioning. The following discussion and analysis should be interpreted in line with our other statements included herein and the notes thereto.

### CURRENT INDUSTRY TRENDS

Global economic meltdown has taken a toll on technology spending worldwide. Corporations have adopted multiple ways to reduce costs and stay afloat. The receding recessionary trends in the last one year have given some organization headroom to relook at technology adoption to build processes that not only identify risks but also mitigate them. Similarly, increasing compliance requirements for public corporations has started to put pressure on corporations to build and make the processes transparent. We would also see some operating policies, procedures and processes mandated to create transparency to all stake holders. We are also seeing an increase in number of operational processes being automated which is increasing the robustness of the product. Compliance and risks are specific to geographies and therefore products in the market place are also turning from being generic to a combination of vertical and geography specific. While spending on technology is on the rise, corporations are judicious in selecting products which brings a hope with a caution. Industry has been dominated with small players till the recent past and consolidation started to take place. Large IT players have acquired small GRC companies and are looking to deploy resources to enhance the product and build the presence in the space. This indicates that the market is gearing up for larger and specialized deployments and competitions would strengthen in the short to medium term. Various government and industry and forums are evolving promoting the importance of risk and compliance and are working closely with all the industry stakeholders to evolve standards in assessment and mitigation. While the industry preparing itself for the next big leap in the next couple of years, is also cautioning on being judicious in planning and developing products that address the immediate needs of the customers.

### COMPANY'S PLANS

Taking industry trends in consideration and assessing the internal strengths of the company we have set out an agenda for the current financial year to focus on the following:

- a) Enhancing the product features and drawing up a product road map for the medium term;
- b) Increasing the management bandwidth by building leadership layers to build a long term sustainable growth plan;
- c) Strengthening domain expertise to widen our offering to multiple industries;
- d) Internal organization to create flexibilities in addressing the customer needs faster and better;
- e) Constantly looking for opportunities to strengthen our position in the market place;
- f) While we focus on enhancing our customer base we also focus on the existing customer base for opportunities to broaden our offering and maintain continuity in serving them;
- g) Since the acquisition atmosphere is settled we also plan to strengthen the company operationally and financially.

### OPPORTUNITIES AND OUTLOOK

Cost effective base and skilled work force provide excellent opportunities for Indian Companies in general and for CURA in particular. The opportunity is being capitalized by growing outsourcing and number of products going off parent. Over the years, CURA institutionalized competencies that make it a preferred partner for a number of companies. This could lead to enhanced value creating opportunities in software world through a better leverage of existing relationships and research capabilities.

### RISK AND CONCERNS:

Some of the risks and concerns inherent to technology business which CURA may face are as follows

- a) Prolonged financial crisis, that can prolong shyness in Technology expenditure
- b) Cost cutting measures on corporate scale
- c) Cheaper alternative to achieve efficiencies
- d) Inherent lateral integration and subsequent competitive environment

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

We have adequate control procedures in place. The controls ensure optimum use and protection of data, resources and comply with policies, procedures and statutes. The internal audit is conducted to examine and evaluate the adequacy and effectiveness of the internal control systems, appraises periodically about activities and audit findings to the audit committee, statutory auditors and top management.

### SEGMENT-WISE PERFORMANCE

The necessary details are given as part of the notes to the financial statements.

### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The strength of a company lies in its Human Resources and your company is no exception to this universal rule. Your company continuously focuses on recruiting the best talent and also retaining and motivating the talent with them. Further improvements in the work environment and other related areas would be made through a process and metric-oriented approach. Industrial relations of the company remained cordial and peaceful through the year.

## CORPORATE GOVERNANCE REPORT

\*\* Corporate Governance is not applicable to the company as its paid up-equity capital and net worth does not exceed Rs.10 crores and Rs. 25 crores respectively. However, the company voluntarily complies with Corporate Governance as a good governance measure to keep the stakeholders informed about the company.

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Cura Technologies Limited as follows:

### Company's Philosophy on Corporate Governance:

The Company believes that Corporate Governance is a set of processes, customs, policies, rules, regulation and laws for ensuring transparency, professionalism and accountability in its dealings with its customers, principal, employees, shareholders and with every individual who comes in contact with the Company. The Company is in full compliance with the requirements of Corporate Governance under SEBI(LODR)Regulations, 2015 and in this regard, submits a report on the matters mentioned in the said clause and also the practices followed by the Company as stated below:

### Board of Directors:

The Board of Directors, as on 31.03.2017, comprised 1 Executive Directors, 2 Non-Executive & Independent Directors. 1. Non-Executive & Independent women Director. The composition of the Board is in conformity with the provisions of the SEBI (LODR) Regulations, 2015.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

The company has formulated a policy to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the company [www.curatechnologies.co.in](http://www.curatechnologies.co.in).

The Board of Directors met Seven (7) times during the financial year on 30.05.2016, 31.05.2016, 07.07.2016, 13.08.2016, 14.11.2016, 28.11.2016 and 14.02.2017 and the maximum gap between any two meetings was less than four months, as stipulated under SEBI (LODR) Regulations, 2015.

The meetings of the Board are governed by a structured agenda. The Board members in consultation with the Chairman may bring up other matters for consideration at the Board meetings.

Necessary information as required under the statute and as per the guidelines on Corporate Governance are placed before and reviewed by the Board from time to time.

The names and categories of the directors on the Board, their attendance at Board meetings held during the year and the number of directorships and committee memberships held by them in other companies is given below:

Name of the Director	Category	Designation	Attendance Particulars			No. of other Directorships#	Committee memberships##	Chairman-ship in Committees ##
			Board Meetings Held	Board Meetings Attended	Last AGM			
BALA REDDY GOPU	Promoter Executive	Chairman & Managing Director	07	07	Yes	04	-	-
VENKATA REDDY NALABOLU	Non-Executive Independent	Director	07	07	Yes	01	01	03
LALITHA GUDIMETLA	Non-Executive Independent	Women Director	07	07	No	01	03	01
T SRINIVASA RAO	Non-Executive Independent	Director	07	04	Yes	01	04	-

#Excludes directorships in Indian private limited companies, foreign companies, companies under Section 8 of the Companies Act, 2013 and Alternate Directorships.

## Membership / Chairmanship in Audit and Stakeholders Relationship Committees of public limited companies (including Cura Technologies Ltd.) have been considered.



## CODE OF CONDUCT

The Board of Directors of the Company laid a Code of Conduct for Directors and senior management personnel. The Code of Conduct is posted on the Company's web-site [www.curatechnologies.co.in](http://www.curatechnologies.co.in). All Directors and designated personnel in the senior management affirmed compliance with the Code for the year under review. The declaration to this effect furnished by Shri G. Bala Reddy, Chairman & Managing Director is annexed to this report.

## BOARD AND DIRECTOR EVALUATION AND CRITERIA FOR EVALUATION

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees respectively. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors. The Chairman of the Board of Directors and the Chairman of Nomination & Remuneration Committee met all the Directors individually to get an overview of the functioning of the Board and its constituents inter-alia on the following broad criteria i.e. attendance and level of participation, independence of judgment exercised by Independent Directors, interpersonal relationship etc.

Based on the valuable inputs received from the Directors, an action plan has been drawn up to encourage greater engagement of the Independent Directors with the Company.

## BOARD COMMITTEES:

The Meetings of each of the Committees are convened by the respective Chairman of the Committees, who also inform the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the respective Board / Committee Meetings.

The Company has Board level Committees, namely Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Share Transfer Committee.

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained herein

## AUDIT COMMITTEE:

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and clause 18 of SEBI (LODR) Regulations, 2015. The terms of reference of the Audit Committee, inter alia, are as follows:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Review with the management, performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems.
- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Discuss any significant findings with internal auditors and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.

During the year under review, the Committee met 4 times on 30.05.2016, 13.08.2016, 14.11.2016 and 14.02.2017 respectively.

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2016-17 are given below:

Name	Status	Category	No of Meetings Attended during the year 2016-17
LALITHA GUDIMETLA	Member	NED(I)	04
VENKATA REDDY NALABOLU	Chairman	NED(I)	04
Dr. T SRINIVASA RAO	Member	NED(I)	03

ED: Executive Director

NED (I) : Non Executive Independent Director

NED (NI) : Non Executive Non Independent Director

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee comprises three Members of which 3 Member is an Independent Director. The Committee is governed by a Charter.

The terms of reference of the Committee are:

- To approve Transfer/Transmission of shares
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

The details of composition of the Committee are as under:

Name	Status	Category
LALITHA GUDIMETLA	Member	NED(I)
VENKATA REDDY NALABOLU	Chairman	NED(I)
Dr. T SRINIVASA RAO	Member	NED(I)

NED (I) : Non Executive Independent Director

NED (NI) : Non Executive Non Independent Director

During the year under review, 1 complaint of general nature (non-receipt of annual reports/ dividend warrants, Change of address, /Bank details and others etc..) were received from the shareholders were attended promptly and replied/resolved to the satisfaction of the concerned shareholders. There were no pending complaints at the close of the financial year. The Company designated a separate email id for investor grievances viz:.

#### Compliance Officer Name and Address:

Ms. D. Alima, Company Secretary,

Cura Technologies Limited

Plot No.12, Software Units Layout, Cyberabad, Hyderabad, TG - 500 081, INDIA.

E-mail: Secretrial@curasoftware.com

**NOMINATION AND REMUNERATION COMMITTEE:**

Nomination and Remuneration Committee consists three Members of which 3 Member is an Independent Director. The Committee is governed by a Charter.

The terms of reference of the committee are as follows:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity.

The details of composition of the Committee are as under:

Name	Status	Category
LALITHA GUDIMETLA	Chairman	NED(I)
VENKATA REDDY NALABOLU	Member	NED(I)
DR. T SRINIVASA RAO	Member	NED(I)

**REMUNERATION POLICY**

Details of remuneration paid to the Executive Directors for the year: N.A

Details of sitting fee paid to the Non-Executive & Independent Directors for the year: N.A

**SHARE TRANSFER COMMITTEE:**

The Share Transfer Committee was constituted comprising:

No meeting of this Committee was held during the financial year i.e. 2016-17.

**GENERAL BODY MEETINGS:**

The date, time and venue of the Annual General Body Meetings held during the preceding three years and the special Resolution (s) passed thereat are as follows:

Year	AGM	Location	Date	TIME	SPECIAL RESOLUTION PASSED
2013-14	AGM	The conference Hall, 5th Floor, Plot No 12, Software Units Layout, Cyberabad, Hyderabad-500081	September 30th, 2014	10.00 AM	01
2014-15	AGM	The conference Hall, 5th Floor, Plot No 12, Software Units Layout, Cyberabad, Hyderabad-500081	September 30th, 2015	10.00 AM	Nil
2015-16	AGM	FAPCCI Auditorium Hall, 11-6-841, Federation House, Red Hills, FAPCCI MARG, Hyderabad, Telangana – 500004.	30th December, 2016	10.00 AM	1. Regularization of Mr. Telukutla Srinivasa Rao as a Director.

All the special resolutions were passed with requisite majority by e-voting & poll.

**DISCLOSURES:****CERTIFICATION:**

The Chairman and Managing Director have given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

**RELATED PARTY TRANSACTIONS:**

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large:

Transactions with related parties were disclosed in the Notes to Accounts in the Annual Report.

### COMPLIANCE WITH THE GOVERNANCE FRAMEWORK

The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of the Remuneration Committee and establishing of Whistle Blower mechanism

### DETAILS OF NON COMPLIANCE AND PENALTIES:

There was no non-compliance by the Company during the last 3 years on any matter relating to capital markets and there were no penalties, strictures imposed on the Company by stock Exchange or SEBI or any statutory authority.

### MEANS OF COMMUNICATION:

Quarterly results and Annual Results of the Company are normally published in Telugu & English Newspaper. Further all material information which will have some bearing on the operation of the Company is sent to stock exchanges concerned.

Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

Your Company has complied with all the mandatory requirements of the Clause 49 of the Listing Agreement. The details of these compliances have been given in the relevant section of this Report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required by Clause 49 of the Listing Agreement, Management Discussion and Analysis report is a part of the Annual Report.

### GENERAL SHAREHOLDER INFORMATION:

i	Annual General Meeting (Day, Date, Time and Venue):	29.09.2017 at 12.00 Noon at FAPCCI Auditorium Hall, 11-6-841, Federation House, Red Hills, FAPCCI Marg, Hyderabad, Telangana – 500004.
ii	Financial Year:	April 1st to March 31st the results of every quarter beginning from April are declared within the time specified under the provisions of SEBI (LODR) Regulations, 2015.
iii	Date of Book Closure:	23rd September, 2017 to 29th September, 2017 (both days inclusive).
iv	Listing on stock exchanges:	BSE Limited (Bombay Stock Exchange) and NSE Limited (National Stock Exchange) Annual listing fee for the year 2017-18 has been paid by the Company to BSE and NSE
v	Stock codes:	BSE : 532332 NSE : CURATECH
vi	Company's ISIN:	INE117B01012

### MARKET PRICE DATA

The monthly high and low stock quotations during the last financial year in Bombay Stock Exchange Limited are given below:

Month	Bombay Stock Exchange Limited	
	Month's High Price	Month's Low Price
April 2016	5.01	3.61
May 2016	4.30	3.14
June 2016	3.44	2.59
July 2016	4.56	3.61
August 2016	4.88	3.88
September 2016	5.76	4.84
October 2016	9.79	5.36
November 2016	9.69	6.22
December 2016	7.45	6.16
January 2017	9.25	6.00
February 2017	8.86	5.58
March 2017	17.31	8.12

**REGISTRARS AND TRANSFER AGENTS**

Venture Capital and Corporate Investments Private Limited  
12-10-167, Bharatnagar, Hyderabad – 500 018  
Phone: 040 - 23818475, Fax: 040 - 23868024,  
E-mail: info@vccilindia.com

**SHARE TRANSFER SYSTEM:**

All the physical share transfers received are processed by the Share Transfer agents, M/s. Venture Capital and Corporate Investments Private Limited. The Company's shares are being traded in compulsory De-mat form. The Company has already entered into agreement with both the depositories i.e. NSDL and CDSL, for dematerialization of shares, which enables the shareholders to hold and transfer shares in electronic form.

**SEBI COMPLAINT REDRESSAL SYSTEM (SCORES):**

SEBI has initiated SCORES for processing Investor Complaints in a centralized Web based Redress System and online Redressal of all the Shareholders Complaints. The company is the Compliance with the SCORE and redressed the shareholder complaints well within the stipulated time.

**SHAREHOLDING PATTERN AS ON 31ST MARCH, 2017:**

S. No	Category	No. of Shares	% of Shareholding
1	Indian Promoters	3257992	34.10
3	Mutual Funds & UTI	--	--
4	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Govt. Institution)	63452	0.66
5	Foreign Institutional Investors	--	--
6	Private Corporate Bodies	915944	9.59
7	Indian Public	5175741	54.17
8	NRI's/OCB's	141871	1.48
TOTAL		95,55,000	100.00

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2017**

S. No	Category From ₹ - To ₹	No. of Holders	% of Holders	No. of Shares	% of Shares
1	Upto - 5000	2666	80.08	315017	80.08
2	5001 - 10000	217	6.52	183032	6.52
3	10001 - 20000	139	4.18	221181	4.18
4	20001 - 30000	77	2.31	194380	2.31
5	30001 - 40000	35	1.05	122418	1.05
6	40001 - 50000	32	0.96	151076	0.96
7	50001 - 100000	78	2.34	566725	2.34
8	10001 and above	85	2.55	7801171	2.55
TOTAL		3329	100	9555000	100

**Dematerialization of shares and liquidity:**

The Company's shares are traded compulsorily in de-materialized form. In this connection, the Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the Company's ID is INE117B01012.

The members are requested to dematerialize their physical holding in view of various advantages of holding the shares in dematerialized form. The details of the dematerialization of the company's shares with NSDL and CDSL

and shares held in physical form are as under as on 31.03.2017:

Category	No. of Shares	%
NSDL	7214444	75.50
CDSL	2281208	23.87
PHYSICAL	59348	0.62
TOTAL	9555000	100

Outstanding GDR'S/ ADR'S/ Warrants or any Convertible instruments, conversion date and likely impact on equity:  
Nil

The Company has not issued GDR's/ADR's.

The Company has Nil FCWs outstanding as on 31.03.2017

Address for correspondence:

Venture Capital and Corporate Investments Private Limited

12-10-167, Bharatnagar, Hyderabad – 500 018

Phone: 040 - 23818475, Fax: 040 - 23868024

E-mail: info@vccilindia.com

**DECLARATION OF THE MANAGING DIRECTOR ON COMPLIANCE WITH CODE OF CONDUCT AND ETHICS:**

Cura Technologies Limited has adopted a Code of Business Conduct and Ethics ("the Code") which applied to all employees and Director of the Company. Under code, it is responsibility of all employees and Directors to familiarize themselves with the Code and Comply with its standards.

I, hereby certify that the Board Members and senior management personnel of Cura Technologies Limited have affirmed compliance with the Code for the Financial Year 2016-17.

Sd/-

**BALA REDDY G**

CHAIRMAN & MANAGING DIRECTOR

## Form No. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED 31.03.2017**

To,  
The Members of  
**Cura Technologies Limited**  
Plot No. 12, Software Units Layout,  
Cyberabad, Hyderabad, TG - 500 081.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cura Technologies Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Cura Technologies Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Cura Technologies Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the company during the audit period)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the company during the audit period).
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the company during the audit period).

The following other laws as specifically applicable in the view of the Management:

- a. Income tax Act, 1961
- b. The Payment of bonus Act, 1965

- c. Customs Act, 1962
- d. Finance Act, 1994 (Service Tax)
- e. Minimum Wages Act, 1948
- f. The Payment of Gratuity Act, 1972
- g. The Payment of Wages Act, 1936
- h. A.P. Shops & Establishment Act, 1988

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE (Bombay Stock Exchange) and NSE (National Stock Exchange);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority of the decisions at Board Meeting and Committee Meeting are carried out unanimously are recorded in the minutes of the respective meeting.

We further report that there are adequate systems and processes in the Company Commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The company has closed all its subsidiary as per the review in the Audit Committee, the company has Standalone Balance Sheet and the same has provided information to stock exchanges.

I further report that: the following are the brief events undertaken by Company during audit period:

During the year 2016-17, Seven (7) Board meetings were held on 30, May, 2016, 31st May, 2016, 07th July, 2016, 13th August, 2016, 14th November, 2016, 28th November, 2016 and 14th February, 2017.

During the year 2016-17, Four (4) Audit Committee meetings were held on 30th May, 2016, 13th August, 2016, 14th November, 2016 and 14th February, 2017.

The Financial Year 2016-17 was for a period of 12 months i.e., from 1st April 2016 to 31st March, 2017.

Sd/-

**K.CH. VENKAT REDDY**  
**For C. V. REDDY K & ASSOCIATES**  
 COMPANY SECRETARIES

FCS No. : 7976  
 C P No. : 8998

Place: Hyderabad  
 Date: 11.08.2017

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.



To,  
The Members,  
**Cura Technologies Limited**  
Plot No. 12, Software Units Layout  
Cyberabad, Hyderabad, TG - 500 081.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad  
Date: 11.08.2017

Sd/-  
**K.CH. VENKAT REDDY**  
For **C. V. REDDY K & ASSOCIATES**  
COMPANY SECRETARIES  
FCS No. : 7976  
C P No. : 8998

**Form No. MGT-9**

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2017 of CURA TECHNOLOGIES LIMITED [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i	CIN	L72200TG1991PLC013479
ii	Registration Date	20/11/1991
iii	Name of the Company	CURA TECHNOLOGIES LIMITED
iv	Category/Sub-Category of the Company	Company having share capital
v	Address of the Registered office and contact details	PLOT No. 12, SOFTWARE UNITS LAYOUT, CYBERABAD, HYDERABAD TG 500081 INDIA. Telephone: 040-23111793, Fax: 040-23100385 E-mail: secretarial@curasoftware.com Website: www.curatechnologies.co.in
vi	Whether listed company Yes/No	Yes- BSE Limited And NSE Limited
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Venture Capital and Corporate Investments Private Limited 12-10-167, Bharatnagar Hyderabad -500018

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall best at end:-

Sl.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	IT & Software Products services	6201	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. No.	Name and Address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held
No subsidiaries as on 31.03.2017, since the subsidiaries has been closed during the year 2016-17				

**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	424253	--	424253	4.44	424253	--	424253	4.44	--	
b) Central Govt.	--	--	--	--	--	--	--	--	--	
c) State Govt.(s)	--	--	--	--	--	--	--	--	--	
d) Bodies Corp	3046031	--	3046031	31.88	2833739	--	2833739	29.66	2.22	
e) Banks / FI	--	--	--	--	--	--	--	--	--	
f) Any Other	--	--	--	--	--	--	--	--	--	
Sub-total(A)(1):-	3470284	--	3470284	36.32	3257992	--	3257992	34.10	2.22	

2) Foreign									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A)(2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)= (A)(1)+(A)(2)	3470284	--	3470284	36.32	3257992	--	3257992	34.10	2.22
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	63452	--	63452	0.66	63452	--	63452	0.66	--
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt.(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total(B)(1)	63452	--	63452	0.66	63452	--	63452	0.66	--
2. Non Institutions									
Bodies Corp.									
(i) Indian	680270	2800	683070	7.14	832996	-	832996	8.72	(1.58)
(ii) Overseas	-	-	-	-	-	-	-	-	-
Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1284930	57848	1341778	14.04	1515688	56548	1572236	16.45	(-2.41)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3732679	--	3732679	39.07	3603505	--	3603505	37.71	1.36
Others (Specify) Clearing member									
NRIs	182292		182292	1.90	82948	--	82948	0.87	1.03
Trusts	82464	--	82464	0.86	141871	--	141871	1.48	(0.62)
Sub-total(B)(2)	5961616	59648	6021264	59.81	6174208	59348	6233556	65.24	(5.43)
Total Public Shareholding (B)=(B)(1)+(B)(2)	6025068	59648	6084716	63.68	6297008	59348	6297008	65.90	(2.22)
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	9494352	59648	9555000	100	9495652	59348	9555000	100	--

## ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in shareholding during the year
1	GOPU VELANGINI MARY	221644	2.32	--	221644	2.32	--	--
2	GOPU BALA REDDY	202609	2.12	--	202609	2.12	200000	47.14
	Total	424253	4.44	--	424253	4.44	200000	47.14

**(iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	MOHAN PRAKASH REDDY GOPU	305969	3.20	--	--	305969	3.20
2	VIKRAM REDDY G	300000	3.13	--	--	300000	3.13
3	PRAKASH PRADEEP G	300000	3.13	--	--	300000	3.13
4	GUDIPUDI VEERAMATHA	284653	2.97	--	--	284653	2.97
5	SANGEETHA S	222490	2.32	--	--	222490	2.32
6	RAMA DEVI AKIRI	197245	2.06	--	197245	--	--
7	GOPU SLEEVA REDDY	156040	1.63	--	--	156040	1.63
8	T MARY KALPANA	105000	1.09	--	--	105000	1.09
9	KADAYAM RAMNATHAN BHARAT	104001	1.08	--	104001	--	--
10	VATTI CHINNA REDDY	101815	1.06	--	--	100000	1.05
11	BALAJI TAMMINEEDI	--	--	96812	--	96812	1.01
12	TAMMINEEDI BALAJI	--	--	132335	--	132335	1.38

**(iv) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	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
<b>Share Holding of KMP</b>					
1	BALA REDDY GOPU Chairman & Managing Director	202609	2.12	-	-
2		-	-	-	-
<b>Shareholding of Other Directors</b>					
1	VENKATA REDDY NALABOLU	Nil	-	-	-
2	LALITHA GUDIMETLA	Nil	-	-	-
3	T SRINIVASA RAO	Nil	-	-	-

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	53,81,23,976	NIL	-	53,81,23,976
ii) Interest due but not paid	7,74,39,897	NIL	-	7,74,39,897
iii) Interest accrued but not due		NIL	-	
Total(i+ii+iii)	53,81,23,976	NIL	-	53,81,23,976
<b>Change in Indebtedness during the financial year</b>				
- Addition	-	NIL	-	-
- Reduction	50,42,59,938	NIL	-	50,42,59,938
Net Change	50,42,59,938	NIL	-	50,42,59,938

Indebtedness at the end of the financial year					
i)	Principal Amount	3,38,06,438	NIL	-	3,38,06,438
ii)	Interest due but not paid	72,63,332	NIL	-	72,63,332
iii)	Interest accrued but not due	-	NIL	-	-
Total(i+ii+iii)		3,38,06,438			3,38,06,438

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager : (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		BALA REDDY GOPU Chairman & MD	WTD	
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 (A)			
	Ceiling as per the Act	Within the limits of Para-A, Section II, Part-II of Schedule V of the Companies Act, 2013.		

### B. Remuneration to other directors:

#### 1. Independent Directors (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Fee for attending Board/ Committee Meetings	-	-
2	Commission	-	-
3	Others, please specify	-	-
	<b>Total (B1)</b>		

#### 2. Other Non-Executive/Promoter Directors

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Fee for attending Board / Committee Meetings	-	-
2	Commission	-	-
3	Others, please specify	-	-
	<b>Total (B2)</b>		

@ Total remuneration paid to the Vice Chairman and Managing Director and the Whole-time Director of the Company.

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CEO	Company Secretary	
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**

There were no Penalties, Punishment or Compounding of Offences during the F.Y. ended 31st March, 2017.

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s Cura Technologies Limited  
Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Date: 11.08.2017  
Place: Hyderabad

Sd/-

**LALITHA GUDIMETLA**  
(Independent Director)  
(DIN : 02198243)

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s Cura Technologies Limited  
Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Date: 11.08.2017  
Place: Hyderabad

Sd/-

**VENKATA REDDY NALABOLU**  
(Independent Director) (DIN : 01930652)

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s Cura Technologies Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Sd/-

Date: 11.08.2017  
Place: Hyderabad

**TELUKUTLA SRINIVASA RAO**  
(Independent Director) (DIN : 06545264)

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
Cura Technologies Limited  
Hyderabad.

We have examined the compliance of conditions of Corporate Governance by Cura Technologies Limited ("the Company"), for the year ended on 31st March 2017, as stipulated in Clause 49 of the Listing Agreements of the Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreements.

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

Sd/-

**K.CH. VENKAT REDDY**  
For **C. V. REDDY K & ASSOCIATES**  
COMPANY SECRETARIES  
FCS No.: 7976  
C P No.: 8998

Place: Hyderabad  
Date: 11.08.2017



## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**CURA TECHNOLOGIES LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **CURA TECHNOLOGIES LIMITED** (“the Company”) which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the 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 the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 there under and the Order under Section 143(11) of the Act.

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 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 at March 31, 2017, and its Loss and its Cash Flow for the year ended on that date.

### Emphasis of Matters

We draw attention on the following matters in the notes to the financial statements.

- i) *Attention is invited to Note No.12.1 to Notes forming part of the Financial Statements regarding sale of Investments in 100% subsidiary Cura Global GRC Solutions Pte Ltd for a total sale consideration of Rs.1,00,00,000/- and the consideration yet to be received.*
- ii) *Attention is invited to Note No.13.1 to Notes forming part of the Financial Statements regarding provision for doubtful advances to 100% subsidiary Rs.52,75,94,616/-.*

- iii) Attention is invited to Note No.14.1 to Notes forming part of the Financial Statements regarding provision for doubtful receivables from 100% subsidiary Rs.20,72,28,290/-.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the 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 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, the 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, except Accounting standard (AS) 15 relating to "Employee Benefits".
  - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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:  
 The system of internal financial controls over financial reporting with regard to Company were not made available to us to enable us to determine if the Company has established adequate internal financial control systems over financial reporting at the aforesaid Company and whether such internal financial controls were operating effectively as at March 31,2017.  
 We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of Company and the disclaimer does not affect our opinion on the financial statements of the said Company.
  - 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 and in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as at 31st March 2017 on its financial position in its financial statements as referred to in note 2.17 to the financial statements
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act 2013 and the Rules made there under.
    - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note No.15.1 to the financial statements.

Place: Hyderabad  
Date: 14-06-2017

**For RAMBABU & Co.,**  
Chartered Accountants  
FRN: 002976S

**Ravi Rambabu**  
Partner  
M.No. 018541

## “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) The Company has a regular program of physical verification of its fixed assets by which all fixed assets are verified in a phased manner. In our opinion the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) *During the year, the company has disposed of substantial part of the land and building situated at Plot No. 12, Software units layout, Cyberabad, Hyderabad and land and buildings situated at Plot No. 17, Sy.No.408/1, Madhurawada Village, Visakhapatnam, A.P.*
- ii) In respect of Inventories:
  - a) As explained to us the inventories have been physically verified during the year by the management at reasonable intervals.
  - b) In our opinion and according to the information and explanations given to us the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and nature of its business.
  - c) In our opinion and according to the information and explanations given to us the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi) We are informed and according to the information and explanations given to us, that the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the activities of 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 not been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess 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, 2017 for a period of more than six months from the date on when they become payable except the following:

Nature of Due	Rs. In Lakhs
PF Employee Contribution	25.75
PF Employer Contribution	30.52
TDS Payable	18.63
ESI Employee Contribution	0.12
ESI Employee Contribution	0.35

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute, except the following:

Name of the Statute	Nature of the dues	Year to which the amount relates	Forum where dispute is pending	Amount (Rs.)	Deposit Amount (Rs.)	Unpaid Deposit Amount (Rs.)
APVAT, 2005	Value Added Tax	2005-06	AP High Court	10,58,047	-	10,58,047
APVAT, 2005	Value Added Tax	2006-07	AP High Court	13,58,171	-	13,58,171
APVAT, 2005	Value Added Tax	2007-08	AP High Court	17,60,163	-	17,60,163
Income Tax Act, 1961	Income Tax	2011-12	CIT (Appeals)	6,88,52,599	-	6,88,52,599
Total				7,30,28,980	-	7,30,28,980

- c) The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act 2013 and the Rules made there under.
- viii) In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of dues to banks. The Company has not issued any debentures.
- 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. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 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 directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For RAMBABU & Co.,**  
Chartered Accountants  
FRN: 002976S

**Ravi Rambabu**  
Partner  
M.No.018541

Place: Hyderabad  
Date: 14-06-2017

**Balance Sheet as at 31st March, 2017**

Amount in Rs.

Particulars		Note	As at 31 March 2017	As at 31 March 2016
<b>I</b>	<b>EQUITY &amp; LIABILITIES</b>			
<b>1</b>	<b>SHARE HOLDERS' FUND</b>			
	Share Capital	3	<b>9,55,50,000</b>	9,55,50,000
	Reserves & Surplus	4	<b>(7,24,02,490)</b>	41,40,40,330
			<b>2,31,47,510</b>	50,95,90,330
<b>2</b>	<b>NON-CURRENT LIABILITIES</b>			
(a)	Long Term Borrowings	5	-	-
(b)	Deferred Tax Liabilities	6	<b>1,49,576</b>	21,18,571
(c)	Other Long Term Liabilities	7	<b>62,48,531</b>	34,74,759
(d)	Long Term Provisions	8	<b>18,23,038</b>	13,00,234
			<b>82,21,145</b>	68,93,564
<b>3</b>	<b>CURRENT LIABILITIES</b>			
(a)	Trade Payables	9	<b>2,31,04,515</b>	2,08,29,666
(b)	Other Current Liabilities	10	<b>5,82,82,409</b>	54,93,93,925
			<b>8,13,86,923</b>	57,02,23,591
			<b>11,27,55,578</b>	1,08,67,07,485
<b>II</b>	<b>ASSETS</b>			
	<b>NON CURRENT ASSETS</b>			
<b>1</b>	<b>(a) Fixed Assets</b>	<b>11</b>		
	Tangible Assets		<b>8,80,921</b>	10,46,27,327
	Intangible Assets		<b>13,87,992</b>	16,96,182
	Capital Work-in-progress		-	8,12,33,757
			<b>22,68,913</b>	18,75,57,266
	(b) Deferred Tax Asset	6		
	(c) Non Current Investments	12	<b>46,64,100</b>	13,71,62,897
	(d) Long Term Loans & Advances	13	<b>9,31,74,907</b>	53,53,77,571
			<b>9,78,39,007</b>	67,25,40,468
<b>2</b>	<b>CURRENT ASSETS</b>			
(a)	Trade Receivables	14	<b>17,522</b>	21,79,17,719
(b)	Cash and Bank Balances	15	<b>6,98,539</b>	9,88,681
(c)	Short Terms Loans and Advances	16	<b>13,09,525</b>	2,94,721
(d)	Other Current Assets	17	<b>1,06,22,072</b>	74,08,629
			<b>1,26,47,658</b>	22,66,09,751
			<b>11,27,55,578</b>	1,08,67,07,485

See accompanying notes forming part of the financial statements 1 to 22

The accompanying notes are an integral part of financial statements

As per our report of even date attached

for **RAMBABU & Co.**,  
Chartered Accountants  
Firm Registration No.: 002976S

for and on behalf of Board

**RAVI RAMBABU**  
Partner  
Membership No: 018541  
Place: Hyderabad  
Date: 14.06.2017

**G. Bala Reddy**  
Director  
DIN: 01562665

**N. Venkata Reddy**  
Director  
DIN: 01930652

## Statement of Profit &amp; Loss for the year ended 31st March, 2017

Amount in Rs.

Particulars	Note	for the year ended 31st March 2017	for the year ended 31st March 2016
Revenue from operations	18	5,25,55,422	6,33,33,329
Other Income	19	42,17,81,518	2,98,83,064
Total Revenue		<u>47,43,36,940</u>	<u>9,32,16,393</u>
<b>Expenses</b>			
Employee Benefit Expenses	20	4,39,89,363	4,45,17,530
Finance Costs	21	2,62,53,649	4,857
Depreciation & Amortisation expenses	11	18,15,376	75,86,938
Other expenses	22	89,06,90,367	4,39,33,893
Total Expenses		<u>96,27,48,754</u>	<u>9,60,43,218</u>
<b>PROFIT BEFORE TAX &amp; EXCEPTIONAL ITEMS</b>		<b>(48,84,11,815)</b>	<b>(28,26,825)</b>
Tax Expenses			
Current Tax		-	-
Deferred Tax		(19,68,995)	(12,66,886)
<b>PROFIT AFTER TAX BEFORE EXCEPTIONAL ITEMS</b>		<b>(48,64,42,820)</b>	<b>(15,59,939)</b>
Exceptional items		-	-
<b>PROFIT AFTER TAX AND EXCEPTIONAL ITEMS</b>		<b>(48,64,42,820)</b>	<b>(15,59,939)</b>
<b>EARNINGS PER EQUITY SHARE</b>			
Equity share of par value Rs.10/- each			
<b>Earnings per share</b>			
Basic - Par value		(50.91)	(0.16)
Diluted - Par value		(50.91)	(0.16)
<b>Number of shares used in computing earning per share</b>			
Basic - Par value		95,55,000	95,55,000
Diluted - Par value		95,55,000	95,55,000
See accompanying notes forming part of the financial statements	1 to 22		

The accompanying notes are an integral part of financial statements

As per our report of even date attached

for **RAMBABU & Co.,**  
Chartered Accountants  
Firm Registration No.: 002976S

for and on behalf of Board

**RAVI RAMBABU**  
Partner  
Membership No: 018541

**G. Bala Reddy**  
Director  
DIN: 01562665

**N. Venkata Reddy**  
Director  
DIN: 01930652

Place: Hyderabad  
Date: 14.06.2017

## Cash Flow Statement for the year ended 31st March, 2017

Amount in Rs.

Particulars	for the year ended 31st March 2017	for the year ended 31st March 2016
<b>Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	(48,84,11,815)	(28,26,825)
<b>Adjustments for:</b>		
Depreciation and amortisation	18,15,376	75,86,938
Interest received	(1,95,979)	(2,11,689)
Interest expenses	2,62,53,649	4,857
Provision for bad and doubtful debts etc.	85,70,95,829	-
Profit on sale of fixed assets	(41,81,25,456)	-
Operating profit / (loss) before working capital changes	<u>(2,15,68,396)</u>	<u>45,53,281</u>
<b>Changes in working capital:</b>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	21,79,00,197	(1,31,55,638)
Short-term loans and advances	(10,14,804)	(72,221)
Long-term loans and advances	(7,53,91,952)	(19,90,623)
Other Current Assets	(31,63,904)	(26,97,010)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	22,74,849	1,16,00,232
Other current liabilities	(49,11,11,516)	27,78,89,672
Other Long term liabilities	27,73,772	(28,18,880)
Long-term provisions	24,91,799	(25,874)
	<u>(34,52,41,560)</u>	<u>26,87,29,658</u>
<b>Cash generated from operations</b>	<u>(36,68,09,955)</u>	<u>27,32,82,939</u>
Net income tax (paid) / refunds	-	-
<b>Net cash flow from / (used in) operating activities (A)</b>	<u>(36,68,09,955)</u>	<u>27,32,82,939</u>
<b>Cash flow from investing activities</b>		
Additions to Fixed Assets	(10,22,39,220)	(3,92,000)
Change in Capital Work in Progress	(8,12,33,757)	(4,80,601)
Proceeds from sale of subsidiary	-	-
Fixed Assets sold	57,61,00,000	-
<b>Net cash flow from / (used in) investing activities (B)</b>	<u>39,26,27,023</u>	<u>(8,72,601)</u>
<b>Cash flow from financing activities</b>		
Long Term Borrowings	-	(27,47,78,946)
Interest received	1,95,979	2,11,689
Interest Paid	(2,62,53,649)	(4,857)
Dividends paid	-	-
<b>Net cash flow from / (used in) financing activities (C)</b>	<u>(2,60,57,670)</u>	<u>(27,45,72,114)</u>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<u>(2,40,602)</u>	<u>(21,61,776)</u>
Cash and cash equivalents at the beginning of the year	8,47,279	30,09,053
<b>Cash and cash equivalents at the End of the year</b>	<b>6,06,676</b>	<b>8,47,277</b>

See accompanying notes forming part of the financial statements 1 to 22

As per our report of even date attached

for **RAMBABU & Co.**,  
Chartered Accountants  
Firm Registration No.: 002976S

**RAVI RAMBABU**  
Partner  
Membership No: 018541  
Place: Hyderabad  
Date: 14.06.2017

for and on behalf of Board

**G. Bala Reddy**  
Director  
DIN: 01562665

**N. Venkata Reddy**  
Director  
DIN: 01930652

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

CURA Technologies Limited (CURA' or 'the Company'), having registered office at #12, Software Units Layout, Cyberabad, Hyderabad, Telangana – 500 081, with its presence in 7 geographies of the world is a global enterprise class software application provider for organizations to efficiently manage their Risk, Compliance and Audit framework through an automated process.

### 2. SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

#### 2.1 Accounting Conventions:

The financial statements have been prepared under the historical cost conventions in accordance with the generally accepted accounting principles in India including the Accounting Standards notified by the Government of India and issued by the Institute of Chartered Accountants of India, as applicable, and the provisions of the Companies Act as adopted consistently by the Company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

#### 2.2 Use of Estimates:

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities ( including contingent liabilities ) as of the date of the financial statements and the reported income and expenses during the reporting period like provision for employee benefits, provision for doubtful debts/advances/contingencies, allowances for slow/non moving inventories, useful lives of fixed assets, provision for taxation, etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

#### 2.3 Inventories:

Inventories have been valued at lower of cost or net realizable value.

#### 2.4 Cash and Cash equivalents (for purposes of Cash Flow Statement):

Cash comprises of cash on hand, amount in current accounts and deposit accounts.

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### 2.5 Depreciation and Amortization:

Depreciation on Fixed Assets including on the additions on account of revaluation has been provided on a straight-line method as per the useful lives specified in the Schedule II to the Companies Act, 2013.

Intangible assets are amortized over the estimated useful life:

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization method is revised to effect the changed pattern.

#### 2.6 Revenue Recognition:

Revenue on services contracts are recognized as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognized as unbilled revenues.

Annual maintenance contracts and revenue from fixed maintenance contracts are recognized over the period in which the services are rendered.

Revenue from sale of user licenses for software applications is recognized on transfer of title in the user license.

#### 2.7 Expenditure:

Expenses are accounted on accrual basis and provision is made for all known losses and liabilities..

#### 2.8 Tangible Fixed Assets:

Fixed Assets are stated at cost of acquisition as reduced by accumulated depreciation. All costs including financial costs up to the date of commissioning and attributable to the fixed assets are capitalized apart from taxes, freight and other incidental expenses related to the acquisition and installation of the respective fixed assets and excludes duties and taxes to the extent recoverable from tax authorities.

Fixed Assets which are revalued are stated at the amounts revalued as reduced by the depreciation.

#### 2.9 Intangible assets:

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.



## 2.10 Foreign Exchange Transactions:

### **Initial Recognition**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

### **Measurement of foreign currency monetary items at the Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) of the Company at the Balance Sheet date are restated at the year-end rates.

### **Treatment of exchange differences**

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.

## 2.11 Investments

Long term Investments are stated at cost. Provision, if any, is made for permanent diminution in the value of investments. Current investments are stated at lower of cost or market value.

## 2.12 Employee Benefits:

### a. Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages and short term compensated absences etc. are recognized in the period in which the employee renders the related service.

### b. Long Term Employee Benefits

#### Defined Benefit Plans

The Company accounts its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year by actuarial professionals using the Projected Unit Credit method. Actuarial gains / losses are immediately recognized in the Statement of Profit and Loss.

In respect of Provident Fund and Pension Fund, Contributions are made by the Company in accordance with the relevant rules and fully charged off to Statement of Profit and Loss.

The company provides for leave encashment based on valuations, as at the balance sheet date, made by independent actuaries.

## 2.13 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

## 2.14 Taxes on Income

Income tax liability for the year is calculated in accordance with the relevant tax laws and regulations applicable to the Company. Deferred tax is recognized on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

## 2.15 Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's assets. The recoverable amount of such assets is estimated. Where the carrying amount of the asset exceeds the recoverable amount, the impairment loss is recognized in the Statement of profit and loss.

## 2.16 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

**Notes on Accounts:**

2.17 The company has the following Contingent liabilities as on : (₹)

Particulars	March 31, 2017	March 31, 2016
i) Bank Guarantee issued to Central Excise department	<b>249,991</b>	249,991
ii) Claim against the Company not acknowledge as debt	-	-

iii) The Commercial Tax Officer, (FAC), Madhapur, vide Assessment order dated 27.04.2010 raised a demand towards Value Added Tax amounting to ₹ 4,176,381 (Details given below) on rent for furniture. The Company approached the High Court of Andhra Pradesh for stay and in turn the High Court of Andhra Pradesh has granted interim Stay for further proceedings with a condition that Company shall pay 12.5% of disputed tax. The Company paid an amount of ₹ 522,047 towards disputed Tax liability.

(₹)

Particulars	March 31, 2017	March 31, 2016
2005-2006	<b>1,058,047</b>	1,058,047
2006-2007	<b>1,358,171</b>	1,358,171
2007-2008	<b>1,760,163</b>	1,760,163
Total	<b>4,176,381</b>	4,176,381

2.18 Estimated amount of contracts remaining to be executed on capital accounts not provided for ₹ NIL [Previous year ₹ NIL].

2.19 The Company granted 100,000 Options under ESOP 2008 to its employees @ ₹ 42 each (Including premium of ₹ 32 each) on 28-08-2008 and received ESOP 2008 application money of ₹ 1,000,000 on granting of 100,000 Options @ ₹ 10 each. The details of the outstanding options granted, expired and exercised are as follows:

Particulars	Shares arising out of options	Range of exercise price
Outstanding at the beginning of the year	35,000	₹ 42
Grants during the year	-	-
Expired/forfeited during the year	-	-
Exercised during the year	-	-
Outstanding at the end of the year	35,000	₹ 42
Exercisable at the end of the year	35,000	₹ 42

2.20 Disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31 March 2017	As at 31 March 2016
a) Principal amount remaining unpaid and interest due thereon	NIL	NIL
b) Interest paid in terms of Section 16	NIL	NIL
c) Interest due and payable for the period of delay in payments	NIL	NIL
d) Interest accrued and remaining unpaid	NIL	NIL
e) Interest due and payable even in succeeding years	NIL	NIL

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

2.21 Information regarding related party transactions as per Accounting Standard 18 is given below:

a) Names of Related Parties and description of Relationship:

Party	Relationship
G. Bala Reddy	Key Management Person
N. Venkaata Reddy	
ICSA (INDIA) Limited	Associate Company
Sahasra Investments Pvt Ltd	

b) The Details of Related party transactions in terms of Accounting Standard (AS- 18 ) are as follows:

Description	Subsidiaries	Associates	KMP'S	Relatives of KMP's
Sales	5,25,55,422	-	-	-
	<i>6,33,33,329</i>	-	-	-
Loans and Advances given	-	6,63,48,541	-	-
	<i>44,99,12,638</i>	<i>6,04,04,737</i>	-	-
Balances Receivable/(Payable)	-	(20,50,000)	-	-
	<i>21,78,63,922</i>	<i>(20,50,000)</i>	-	-

Note:- Amounts in Italics relating to previous year.

- 2.22 Provision for Gratuity is made for the employees on the basis of calculation by the company:Gratuity
- 2.23 Provision for Leave Encashment is made for the employees on the basis of calculation by the company:Leave Encashment
- 2.24. Quantitative details requirements regarding software and technical services are not applicable.
- 2.25 Balances of Sundry Debtors, Loans & Advances and Sundry Creditors are subject to confirmation from the concerned parties.
- 2.26. Segment Report as per Accounting Standard 17 for the Year ended 31st March 2017: (Amounts in Lakhs)

Particulars	31.03.2017 Audited	31.03.2016 Audited
<b>Segment wise revenue, results and capital employed</b>		
<b>Segment wise revenue</b>		
a) Software Development	525.55	633.33
b) Lease/Rental Income	34.60	291.54
Total	560.16	924.87
Less:- Inter segment Revenue	-	-
Net Sales/Income from Operations	560.16	924.87
<b>Segment Results - Profit / (Loss) before tax and interest</b>		
a) Software Development	85.66	(126.5)
b) Lease/Rental Income	(9017.87)	145.22
Total	(8932.2)	18.71
c) other Income	1.95	7.29
Less:- Interest	262.53	2.19
<b>Total Profit/(Loss) Before Tax</b>	<b>(9192.79)</b>	<b>23.81</b>
<b>Capital Employed</b>		
a) Software Development	24.28	3,462.27
b) Rental Income & Others	206.50	1,633.63
Total	231.48	5,095.90

- 2.27 Consolidated Accounts with the accounts of subsidiaries

During the year company has sold the investment in Cura Global GRC Solutions Pte Ltd, Singapore, a 100% subsidiary of the company to White Orchids Co Ltd and there was no business done during the year in Softpro Technologies Private Limited. Hence there was no requirement of preparation of the consolidated accounts with the accounts of subsidiaries during the year ended 31.03.2017.

- 2.28 Sale of properties by the Bankers and sale of investment in 100% subsidiary company

- (i) During the year ended 31.03.2017, the Andhra Bank, Sultan Bazar Branch, Hyderabad, with an outstanding term loan of Rs.89.70 crores (which is including Cumulative interest) which was secured by Land & Buildings situated at Flat.No.12, Software units Layout,Cyberabad,Hyderabad-81 was settled under One Time Settlement (OTS) for an amount of Rs.50 crores. The said settled OTS amount of Rs.50 crores was paid by realizing in the month of May 2016, through the sale of Land & Buildings situated at Plot No. 12, Software units Layout, Cyberabad, Hyderabad - 500 081.
- (ii) Also during the year, the Andhra Bank, Sultan Bazar Branch, Hyderabad, has auctioned the Land & Buildings under construction situated at Plot No. 17, Sy. No. 408/1 situated at Madhurawada Village, Vishakhapatnam Rural for Rs.7.61 crores and adjusted the proceeds against the outstanding Term loan including interest. The matter is pending with Andhra Bank to settle the loan under OTS against the amounts realized by sale of land & buildings.
- (iii) During the financial year the entire Investments in Cura Global GRC Solutions Pte Ltd (i.e. 27,23,510 Equity Shares with face value of \$1/- each fully paid), the 100% subsidiary of the company have been sold to White Orchids Co Ltd for an amount of Rs.1,00,00,000/-. The company is in the process of making an application to Reserve Bank of India, Hyderabad seeking their permission for sale of the investment & receipt of the sale proceeds.

- 2.29. Figures were regrouped/reclassified wherever necessary. Figures are rounded off to the nearest rupee.

See accompanying notes forming part of the financial statements 1 to 22

The accompanying notes are an integral part of financial statements

As per our report of even date attached

for **RAMBABU & Co.,**

Chartered Accountants

Firm Registration No.: 002976S

**RAVI RAMBABU**

Partner

Membership No: 018541

Place: Hyderabad

Date: 14.06.2017

for and on behalf of Board

**G. Bala Reddy**

Director

(DIN:01562665)

**N. Venkata Reddy**

Director

(DIN:01930652)

## Notes forming part of Balance sheet

Amount in Rs.

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Note 3 :</b>		
<b>Share Capital</b>		
<b>Authorised Share Capital</b>		
100,00,000 Equity shares of Rs.10/- each	<b>10,00,00,000</b>	100,000,000
	<b>10,00,00,000</b>	100,000,000
<b>Issued, Subscribed &amp; Paid up Capital</b>		
95,55,000 Equity Shares of Rs.10/- each fully paid up (Previous year 95,50,000 Equity Shares of Rs.10/- each fully paid-up)	<b>95,550,000</b>	95,550,000
	<b>95,550,000</b>	95,550,000
<b>Reconciliation of the equity shares outstanding is set out below:</b>		
<b>Equity Shares:</b>		
Number of shares outstanding at the beginning of the year	<b>9,555,000</b>	9,555,000
Share issued during the year:		
on exercise of employee stock options	-	-
Number of shares outstanding at the end of the year	<b>9,555,000</b>	9,555,000
<b>Details of shareholders holding more than 5% shares in the company</b>		
Particulars		
SAHASRA INVESTMENTS ( P ) LTD	<b>36,17,726</b>	36,17,726
Share holding %	<b>37.86</b>	37.86
<b>Note 4 :</b>		
<b>Reserves &amp; Surplus</b>		
a. Capital reserve	<b>15,65,900</b>	15,65,900
b. Securities premium		
Opening balance	<b>61,32,87,556</b>	61,32,87,556
Closing balance	<b>61,32,87,556</b>	61,32,87,556
c. General reserve		
Opening balance	<b>3,23,28,123</b>	3,23,28,123
Closing balance	<b>3,23,28,123</b>	3,23,28,123
d. Profit and Loss Statement		
Opening balance	<b>(23,31,41,249)</b>	(23,15,81,310)
Add: Profit for the year	<b>(48,64,42,820)</b>	(15,59,939)
Closing balance	<b>(71,95,84,069)</b>	(23,31,41,249)
	<b>(7,24,02,490)</b>	41,40,40,330
<b>Note 5 :</b>		
<b>Long Term Borrowing</b>		
<b>From Banks - Secured</b>		
	-	-
	-	-
	-	-
<b>Note 6 :</b>		
<b>Deferred Tax Liabilities</b>		
Opening Deferred tax liability	<b>21,18,571</b>	33,85,457
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	<b>(19,68,995)</b>	(12,66,886)
Net deferred tax liability	<b>1,49,576</b>	21,18,571

Amount in Rs.

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Note 7 :</b>		
Other Long Term Liabilities		
Rental deposits	<b>62,48,531</b>	34,74,759
	<b>62,48,531</b>	34,74,759
<b>Note 7.1 :</b> Rental deposit includes an amount of Rs.61,53,720/- received during earlier years from ICOSA (India) Limited, a related party.		
<b>Note 8 :</b>		
<b>Long Term Provision</b>		
(a) Leave Encashment Payable	<b>11,77,039</b>	6,30,235
(b) Provision for Gratuity (Note 8.1)	<b>6,45,999</b>	6,69,999
	<b>18,23,038</b>	13,00,234
<b>Note 8.1 :</b>		
Provision for gratuity of Rs. 6,45,999/- and Leave Encashment of Rs.11,77,039/- have been provided on Actual Basis.		
<b>Note 9 :</b>		
<b>Trade Payables</b>		
(a) Creditors for Materials	-	-
(b) Creditors for Services	<b>2,31,04,515</b>	2,08,29,666
	<b>2,31,04,515</b>	2,08,29,666
<b>Note 10:</b>		
<b>Other Current Liabilities</b>		
(a) Current maturities of long-term debt, Secured		
(i) Andhra Bank Term Loan (refer note 10.1)	<b>4,11,27,369</b>	9,10,02,915
(ii) Andhra Bank Term Loan (refer note 10.2)	-	44,71,21,061
(b) Unclaimed dividends	<b>91,863</b>	1,41,402
(c) Provision for expenses	-	-
(d) Due to statutory authorities	<b>1,51,66,150</b>	91,72,168
(e) Other Liabilities	<b>18,97,027</b>	19,56,379
<b>Note 10.1</b>		
During the financial year 2009-10, the Company has taken a term loan of Rs. 938 Lakhs from Andhra Bank, Hyderabad. The said loan was repayable in 60 equitable monthly installments of Rs 15.6 Lakhs each commencing from 20th Nov 2009. The said loan is secured by way of first charge on rent receivables from tenants and further secured by second charge on land and buildings of the Company and personal guarantee of Mr. G Bala Reddy, Director. During the year, Andhra Bank sold the property belonging to the company situated at Madhurawada village, Vishakapatnam, AP by way of E-Auction and adjusted the sale proceeds of Rs.761 Lakhs against the Loan outstanding of Rs.1172.27 lakhs including interest.		
<b>Note 10.2</b>		
During the financial year 2009-10, Cura Global GRC Solutions Pte Ltd, Singapore, has taken a term loan of USD 14.24 Mn from Bank of India, Singapore. Andhra Bank, Hyderabad has given the financial guarantee to Bank of India, Singapore towards 50% of the loan sanctioned by Bank of India, Singapore for which the Company has given a counter guarantee to Andhra Bank, Hyderabad. In the month of May 2016, the outstanding loan of Rs.89.70 crores (including interest up to the year 2015-16) was settled through One Time Settlement with an amount of Rs.50 crores by selling the secured property of Land & Buildings situated at Flat.No.12, Software units Layout,Cyberabad,Hyderabad-81. The difference between the OTS amount paid to Andhra Bank and the outstanding loan in the books of accounts of the company amounting to Rs.5.29 crores has been treated as advance paid to Cura Global GRC Solutions Pte Ltd.		
	<b>5,82,82,409</b>	54,93,93,925

Amount in Rs.

## Note 11 : FIXED ASSETS SCHEDULE

Sl. No.	Name of the Asset	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Balance as on 01-04-2016	Additions during the period	Sale or adjts for the period	Balance as on 31-03-2017	Balance as on 31-03-2016	During the period	Sale or Adjs for the period	Total 31-03-2017	As on 31-03-2017	As on 31-3-2016
<b>a)</b>	<b>Tangible Assets</b>										
1	Land at Hyderabad	91,74,326	-	91,74,326	-	-	-	-	-	-	91,74,326
2	Building	8,59,36,779	-	8,59,36,779	-	1,79,38,002	-	(0)	(0)	0	6,79,98,777
3	Air Conditioning System	1,80,66,934	-	1,80,66,934	-	1,08,51,732	1,88,559	1,10,40,291	0	(0)	72,15,202
4	Plant & Machinery	31,70,162	-	31,70,162	-	20,16,974	29,840	20,46,814	0	(0)	11,53,188
5	Electrical Equipments	63,38,874	2,400	63,41,274	-	42,39,402	1,28,027	43,67,429	0	(0)	20,99,472
6	Electrical Fittings	94,78,245	-	94,78,245	-	64,30,539	1,93,035	66,23,574	(0)	0	30,47,706
7	Interiors, Furniture & Fixtures	3,64,31,638	-	3,64,31,638	-	2,84,27,333	4,45,130	2,88,72,464	(0)	0	80,04,305
8	Lift System	28,17,500	-	28,17,500	-	19,46,620	54,750	20,01,371	(0)	0	8,70,880
9	Fire Safety Equipment	24,39,423	5,638	24,45,061	-	23,17,452	-	23,17,452	0	(0)	1,21,971
10	Computers	1,68,74,388	2,74,860	-	1,71,49,248	1,63,28,143	3,08,348	-	1,66,36,491	5,12,757	5,46,245
11	Office Equipment	39,57,912	-	-	39,57,912	36,97,283	41,211	-	37,38,494	2,19,418	2,60,629
12	Library Books	63,389	-	-	63,389	63,389	-	-	63,389	-	-
13	Motor Cars	20,74,460	-	-	20,74,460	18,07,430	1,18,285	-	19,25,715	1,48,745	2,67,030
14	Land at Vizag (under development)	38,67,596	-	38,67,596	-	-	-	-	-	-	38,67,596
	<b>TOTAL (a)</b>	<b>20,06,91,626</b>	<b>2,82,898</b>	<b>17,77,29,515</b>	<b>2,32,45,009</b>	<b>9,60,64,299</b>	<b>15,07,186</b>	<b>7,52,07,397</b>	<b>2,23,64,088</b>	<b>8,80,921</b>	<b>10,46,27,327</b>
<b>b)</b>	<b>Intangible Assets</b>										
1	Software Tools & Packages	1,58,83,587	-	-	1,58,83,587	1,41,87,404	3,08,190	-	1,44,95,595	13,87,982	16,96,182
	<b>TOTAL (b)</b>	<b>1,58,83,587</b>	<b>-</b>	<b>-</b>	<b>1,58,83,587</b>	<b>1,41,87,404</b>	<b>3,08,190</b>	<b>-</b>	<b>1,44,95,595</b>	<b>13,87,982</b>	<b>16,96,182</b>
	<b>TOTAL (a+b)</b>	<b>21,65,75,213</b>	<b>2,82,898</b>	<b>17,77,29,515</b>	<b>3,91,28,596</b>	<b>11,02,51,703</b>	<b>18,15,377</b>	<b>7,52,07,397</b>	<b>3,68,59,683</b>	<b>22,68,913</b>	<b>10,63,23,509</b>

Amount in Rs.

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Note 12:</b>		
<b>Non Current Investments (Unquoted)</b>		
Cura Global GRC Solutions Pte Ltd. <i>(Cost of 27,23,510 Equity Shares with face value of USD 1/- each fully paid and one Equity Shares of SGD 1/- each fully paid)</i>	-	13,24,98,797
Softpro Technologies Pvt Ltd <i>(932,820 Equity Shares with face value of Rs.10/- each fully paid up after 50% provision for diminution in value of investments)</i>	<b>46,64,100</b>	46,64,100
	<b>46,64,100</b>	13,71,62,897

**Note No. 12.1 :** During the year the Company has sold the entire investments in 100% subsidiary Cura Global GRC Solutions Pte Ltd to White Orchids Co Ltd for sale of the investments in Cura Global GRC Solutions Pte Ltd for a consideration of Rs.1 crore. Company is in the process of making an application to Reserve Bank of India, Hyderabad seeking permission for sale of the investment and for receiving the sale proceeds. The company has not yet received the sale proceeds.

**Note 13:****Long-term Loans and Advances***(Advances recoverable in cash or in kind or for the value to be received)*

a) Advances to Subsidiaries - (Cura Singapore)	<b>52,75,94,616</b>	53,62,89,101
Less: Provision for doubtful advances	<b>(52,75,94,616)</b>	(8,63,76,463)
The recovery of advance given to the 100% subsidiary is doubtful, as the entire investment in Cura Global GRC Solutions Pte Ltd, a 100% subsidiary of the company was sold.		
	-	44,99,12,638
b) Other advances	<b>80,90,952</b>	82,60,916
c) Advances to Related Parties	<b>6,01,94,821</b>	6,01,94,821
d) Deposits with Government authorities (refer note 13.1)	<b>8,58,421</b>	32,88,762
e) Prepaid Taxes	<b>1,90,30,713</b>	1,37,20,434
f) Rental Deposit	<b>50,00,000</b>	-
<b>Note 13.1:</b> The rental deposit was paid through bank to the landlord of Plot no.12, Software Layouts Unit, Cyberabad, Hyderabad for hiring the office space of 18000 Sft by the company.		
	<b>9,31,74,907</b>	53,53,77,571

**Note 14:****Trade Receivables****(Unsecured)**

a) Outstanding for More than 6 months		
Considered Good	-	21,78,63,922
Considered doubtful (Note 14.1)	<b>20,72,28,290</b>	-
	<b>20,72,28,290</b>	21,78,63,922
Less: Provision for Doubtful Debts	<b>20,72,28,290</b>	-
	-	21,78,63,922
b) Others	<b>17,522</b>	53,797
	<b>17,522</b>	21,79,17,719

**Note 14.1:** Trade Receivable outstanding more than six months is receivable from 100% subsidiary (Cura Global GRC Solutions Pte Ltd, Singapore). The management opined that the realisation of receivables of Rs. 20,72,28,290/- is doubtful.

Amount in Rs.

Particulars	As at March 31, 2017	As at March 31, 2016	
<b>Note 15:</b>			
<b>Cash and Bank Balances</b>			
I) Cash and Cash Equivalents			
a) Cash in Hand	2,09,682	30,929	
b) Balances with scheduled banks	3,96,994	8,16,349	
i) In current accounts	-	-	
II) Other Bank Balances			
a) Unclaimed Dividends	91,863	1,41,402	
Cash and cash equivalents for cash flow statements	<u>6,98,539</u>	<u>9,88,681</u>	
<i>"Out of the above Cash and Cash equivalents which meet the definition of Cash flow statements is Rs.6,06,678 (previous year Rs. 8,47,277)"</i>			
<b>15.1 :</b> Transactions of specified Bank Notes during the period from 08-11-2016 to 30-12-2016 are as follows:			
Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08-11-2016	-	2,04,686	2,04,686
(+) Permitted receipts	-	80,000	80,000
(-) Permitted Payments	-	(92,305)	(92,305)
(-) Amount Deposited in Banks	-	-	-
Closing Cash Balance as on 30-12-2016	-	1,92,381	1,92,381
<b>Note 16:</b>			
<b>Short-term Loans and Advances</b>			
Advances to vendors	1,20,000	2,13,000	
Other Advances	11,89,525	81,721	
	<u>13,09,525</u>	<u>2,94,721</u>	
<b>Note 17:</b>			
<b>Other Current Assets</b>			
Prepaid expenses	58,487	2,08,236	
Rent Receivables	5,63,585	72,00,393	
Others	1,00,00,000	-	
	<u>1,06,22,072</u>	<u>74,08,629</u>	
<b>Note 18:</b>			
<b>Revenue from Operations</b>			
Software development on Exports Projects	5,25,55,422	6,33,33,329	
	<u>5,25,55,422</u>	<u>6,33,33,329</u>	
<b>Note 19:</b>			
<b>Other Income</b>			
Rent Receipts for Space (Gross Amount)	33,91,814	2,83,23,484	
Less: Service Tax	4,33,835	(34,42,010)	
	29,57,979	2,48,81,474	
Maintenance Charges Receipts	5,02,104	42,72,346	
Interest Received	1,95,979	2,11,689	
Foreign exchange Gain	-	4,92,581	
Miscellaneous Income	-	24,974	
Profit on Sale of Land and Buildings(Refer Note -19.1)	41,81,25,456	-	
	<u>42,17,81,518</u>	<u>2,98,83,064</u>	

**Note 19.1:** During the year the Andhra Bank has sold the land & buildings located at Plot no.12, Software Units Layout, Cyberabad, Hyderabad and Plot no.17, Sy. No. 408/1, situated at Madhurawada Village, Visakhapatnam Rural, AP and appropriated the sale proceeds towards their loan. The profit on sale of land and buildings has been accounted accordingly.



	Amount in Rs.	
Particulars	As at March 31, 2017	As at March 31, 2016
<b>Note 20:</b>		
<b>Employee Benefit</b>		
Salaries, wages and bonus	4,19,09,443	4,14,88,225
Contribution to provident and other funds	10,11,733	22,46,851
Staff welfare expenses	10,68,187	7,82,454
	<u>4,39,89,363</u>	<u>4,45,17,530</u>
<b>Note 21:</b>		
<b>Finance Cost</b>		
Interest on term loans	2,62,25,455	-
Bank Charges & Commission	28,194	4,857
	<u>2,62,53,649</u>	<u>4,857</u>
<b>Note 22:</b>		
<b>Other Expenses</b>		
Advertisements	2,61,903	1,71,326
Selling expenses	25,49,948	45,14,200
Maintenance Expenses	27,02,755	39,17,344
Power and fuel	33,96,140	39,42,068
Professional & Consulting expenses	1,17,02,933	1,79,56,888
Travelling and conveyance	4,04,115	14,30,130
Communication	8,04,724	10,82,321
Rent	88,41,672	20,86,249
Security expenses	4,08,939	25,00,540
Rates and taxes	5,52,610	34,40,713
Printing and stationery	1,05,460	2,13,085
Insurance	-	4,09,949
Payment to auditors	5,00,000	6,50,000
Loss on sale of Investment in Subsidiary (Ref note 12.1)	12,24,98,797	-
Miscellaneous Expenses	11,37,465	16,19,078
Provision for Doubtful Debts (Ref Note 14.1)	20,72,28,290	-
Provision for Doubtful Advances (Ref Note 13)	52,75,94,616	-
	<u>89,06,90,367</u>	<u>4,39,33,890</u>
<b>Note 22.1:</b>		
<b>Payments to the auditors comprises</b>		
<i>(Excluding Service Tax)</i>		
Audit Fee	4,50,000	4,50,000
Tax Audit Fee	-	1,00,000
Certification and others	50,000	1,00,000
	<u>5,00,000</u>	<u>6,50,000</u>



## **CURA TECHNOLOGIES LIMITED**

CIN: L72200TG1991PLC013479  
Registered Office: Plot No. 12, Software Units Layout,  
Cyberabad, Hyderabad - 500 081..

### **ATTENDANCE SLIP**

**26th ANNUAL GENERAL MEETING – September 29th, 2017**

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1. Name & Registered Address of the sole/first named Shareholder :
  2. Name(s) of the Joint Shareholder(s): (if any) :
  3. Registered Folio No. / :  
DP ID / Client ID No.
  4. Number of Shares held :
- 

I Certify that I am a member / Proxy for the member of the Company. I hereby record my presence at the 26th Annual General Meeting of the Company to be held on the 29th September, 2017 at At 12.00 Noon at FAPCCI Auditorium Hall, 11-6-841, Federation House, Red Hills, FAPCCI MARG, Hyderabad, Telangana - 500004, Telangana.

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Member's / Proxy's Name in Block Letters

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Member's / Proxy's Signature

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Dear Member,

### **SUBJECT : E-VOTING**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules") and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 22nd September, 2017 (End of Day) being the cut-off date (i.e. record date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The e-voting period commences from 9.00 a.m. on 26th September, 2017 and ends on 5.00 p.m. on 28th September, 2017. The members of the Company, holding shares either in physical or demat form, as on the cut-off date of 22nd September, 2017, may cast their vote electronically.

For instructions on E-Voting please read the attached Notice of the Annual General Meeting. This communication forms an integral part of the Notice for convening the Annual General Meeting of the Company to be held on 29th September, 2017.



# CURA TECHNOLOGIES LIMITED

CIN: L72200TG1991PLC013479  
Registered Office: Plot No. 12, Software Units Layout,  
Cyberabad, Hyderabad - 500 081.

## PROXY FORM

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

CIN	L72200TG1991PLC013479
Name of the Company	<b>CURA TECHNOLOGIES LIMITED</b>
Registered office	Plot No. 12, Software Units Layout, Cyberabad, Hyderabad - 500 081.
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			
	Address			
	E- Mail ID	Signature		
	of failing him			
2	Name			
	Address			
	E- Mail ID	Signature		
	of failing him			
3	Name			
	Address			
	E- Mail ID	Signature		
	of failing him			

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 26th Annual General Meeting of the Company, to be held on the 29th September, 2017 at At 10.00 am, at FAPCCI Auditorium Hall, 11-6-841, Federation House, Red Hills, FAPCCI MARG, Hyderabad, Telangana - 500 004, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	To appoint a Director in place of Sri G Bala Reddy (DIN: 01562665) who retires by rotation and being eligible, offers himself for reappointment.		
2.	Consider and adopt Audited Financial Statement along with Reports of the Board of Directors and Auditors 31st March 2017		
3.	To appoint Statutory Auditors and to fix their remuneration		

Signed this .....day of .....2017

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

BOOK-POST / REGD. POST / COURIOR

**PRINTED MATTER**

*If undelivered please return to :*

**CURA TECHNOLOGIES LIMITED**

*Registered Office : Plot No. 12  
Software Units Layout, Cyberabad  
Hyderabad - 500 081, Telangana.*