



NOTICE OF 4TH ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 4TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. PRIONE BUSINESS SERVICES PRIVATE LIMITED WILL BE HELD ON FRIDAY, THE 25TH DAY OF NOVEMBER, 2016 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT H-9, BLOCK B-1, MOHAN COOPERATIVE INDUSTRIAL AREA, MATHURA ROAD, NEW DELHI-110044 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company including the Consolidated Financial Statements for the financial year ended 31st March, 2016 and Report of the Board and Auditors' thereon:

"RESOLVED THAT the Audited Financial Statements including Consolidated Financial Statements of the Company and its wholly-owned subsidiary Cloudtail India Private Limited, comprising of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statements, for the financial year ended on that date, together with the notes thereto, Report of the Board of Directors and Auditors' Report thereon, be and are hereby received, considered, approved and adopted."

2. To ratify appointment of M/s. S. R. Batliboi & Associates LLP, Bangalore (Firm Registration No: 101049W/ E300004) as Statutory Auditors of the Company for the Financial Year 2016-17:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactments thereof), and Members' approval at the 3rd Annual General Meeting of the Company held on 27th October, 2015, the appointment of M/s. S. R. Batliboi & Associates LLP (Firm Registration No: 101049W/E300004), Chartered Accountants, Bangalore, be and is hereby ratified, to continue as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 5th Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Auditors and Board of Directors of the Company."

SPECIAL BUSINESS:

3. To appoint Mr. Abishek Laxminarayan (DIN: 00971669) as a Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:



Prione Business Services Pvt. Ltd.

(Formerly known as – Taurus Business & Trade Services Private Limited)

Registered Office: H9, Block-B1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi-110044. Tel: 011 69000151

Corporate Office: Divya Chandra Chambers, 5th Floor 'B' Wing, # 11, O'Shaughnessy Road, Langford Town, Bengaluru-560025, Karnataka. Tel: 080 67399200

Website : www.prione.in / E-Mail : contact@prione.in

CIN: U74999DL2012PTC243682



"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Abishek Laxminarayan (DIN: 00971669) be and is hereby appointed as a Director of the Company, with effect from the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and is hereby authorized to severally do any and all acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution, including without limitation, filing of relevant documents with the Registrar of the Companies."

4. To appoint Mr. Sameer Khetarpal (DIN: 07402011) as a Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Sameer Khetarpal (DIN: 07402011) be and is hereby appointed as a Director of the Company, with effect from the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and is hereby authorized to severally do any and all acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution, including without limitation, filing of relevant documents with the Registrar of the Companies."

**For and on behalf of the Board of Directors of
Prione Business Services Private Limited**



Kunal Patwari
Company Secretary
Membership No. A33980

Date: 10th November, 2016

Place: Bengaluru

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED AND SIGNED IN THE ENCLOSED FORM AND FILED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY – EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member of the Company.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Business in the Notice is annexed hereto and forms part of the Notice.
3. Corporate Members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' of notice in writing of the intention to inspect is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 will be available for inspection in physical form by the Members during business hours on a working day at registered office of the Company. All other documents referred to in the Notice and Explanatory Statement, will be available for inspection in physical form by the Members during business hours on a working day at registered office of the Company and copies thereof in physical form shall also be made available for inspection at the corporate office of the Company situated at 5th Floor, Divyasree Chambers, Wing 'B', # 11 O'Shaughnessy Road, Langford Town, Bangalore 560025, Karnataka, India.
6. A Form of Proxy is enclosed. The Form of Proxy should be duly filled, signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and a revenue stamp of adequate value should be affixed before filing the same with the Company.
7. Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. Enclosed the route map and prominent land mark for easy location.



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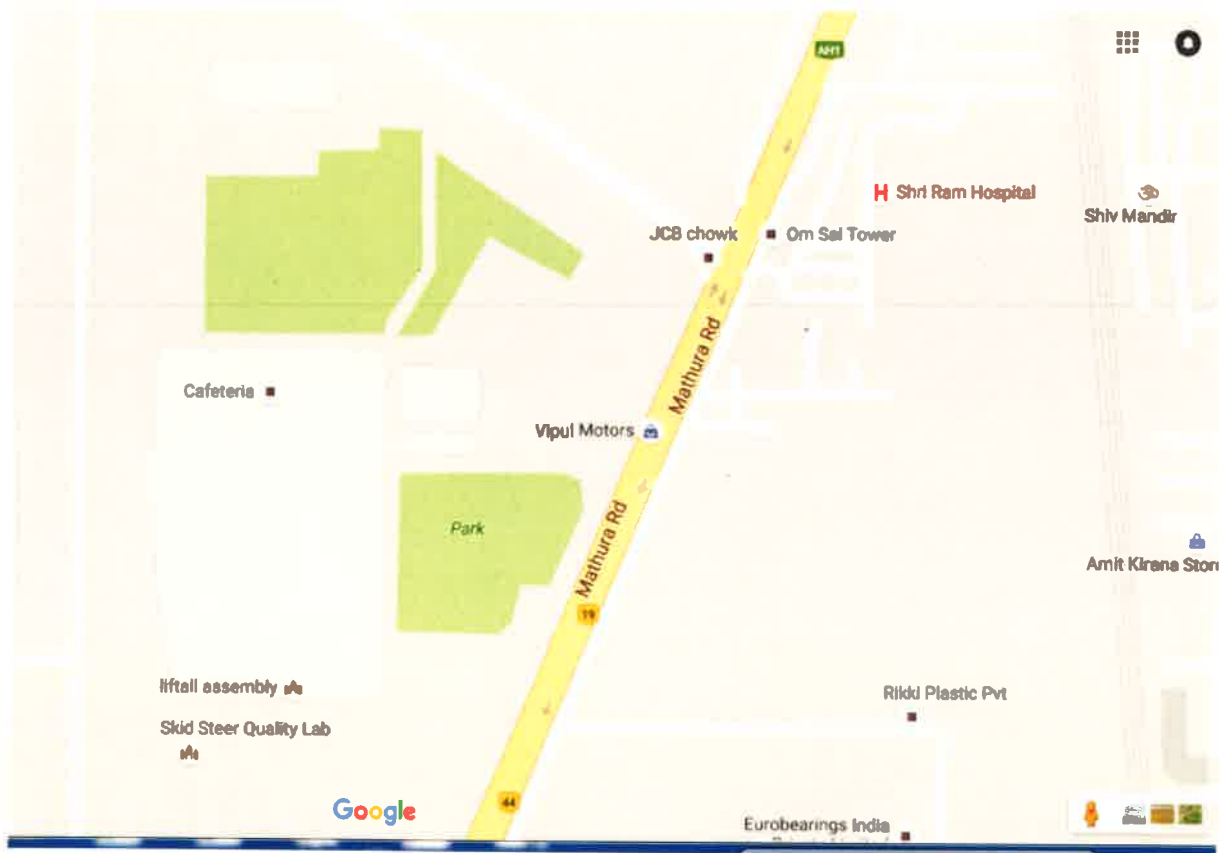
Corporate Office: Divyasree Chambers, 5th Floor 'B' Wing, # 11, O'Shaughnessy Road, Langford Town, Bengaluru-560025, Karnataka. Tel: 080 67399200

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ROUTE MAP AND PROMINENT LANDMARK



Prominent Landmark - Adjacent to Haldiram's, near Mohan industrial estate metro station.



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The Explanatory Statement in respect of special business pursuant to the provisions of Section 102 of Companies Act, 2013

ITEM NO. 3

The Board of Directors appointed Mr. Abishek Laxminarayan (DIN: 00971669) as Additional Director of the Company w.e.f. January 21, 2016. In terms of Section 161(1) of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Abishek Laxminarayan holds office as Additional Director upto the date of forthcoming Annual General Meeting or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier.

The Company has received notice from Mr. Abishek Laxminarayan (DIN: 00971669) signifying his intention to be appointed as a Director of the Company.

Following are the brief particulars of Mr. Abishek Laxminarayan (DIN: 00971669):

1	Age	36 years
2	Qualifications	BA (Honors) – Computer Science and Economics, Cornell University (NY, USA)
3	Experience	14 years – Investment Banking, M&A, Software, Venture Capital, Publishing
4	Amount of remuneration sought to be paid	Nil
5	Remuneration last drawn	Nil
6	Date of first appointment on the Board	21.01.2016
7	Shareholding in the Company	Nil
8	Relationship with Directors, Manager, KMP of the Company	Nil
9	No. of Meetings of Board attended during the year (FY 2015-16)	2



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10	Other directorship / membership / chairmanship of Committees, of other Board	<ol style="list-style-type: none"> 1. Surya Infotainment Products Pvt. Ltd. (Director / Member) 2. E Engage Solutions Pvt. Ltd. (Director / Member) 3. Indavest IT Services (India) Pvt. Ltd. (Director / Member) 4. Vyoma Technologies Pvt. Ltd. (Member) 5. L. B. Publishers & Distributors (Madras) Pvt. Ltd. (Director) 6. L. B. Publishers & Distributors (Bangalore) Pvt. Ltd. (Director / Member) 7. L. B. Publishers & Distributors (Delhi) Pvt. Ltd. (Member) 8. Cloudtail India Private Limited (Director) 9. Anviti Insurance Brokers Private Limited
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The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the resolution at Item No. 3 of this Notice for your approval to be passed as an Ordinary Resolution.

None of Directors, Key Managerial Personnel and relatives thereof, other than Mr. Abishek Laxminarayan is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

The Board of Directors appointed Mr. Sameer Khetarpal (DIN: 07402011) as Additional Director of the Company w.e.f. January 21, 2016. In terms of Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sameer Khetarpal holds office as Additional Director upto the date of forthcoming Annual General Meeting or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier.



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CIN: U74999DL2012PTC243682



The Company has received notice from Mr. Sameer Khetarpal (DIN: 07402011) signifying his intention to be appointed as a Director of the Company.

Following are the brief particulars of Mr. Sameer Khetarpal (DIN: 07402011):

1	Age	42 years
2	Qualifications	BE (Chemical Engineering), MS (Chemical engineering) and MAN
3	Experience	17 years
4	Amount of remuneration sought to be paid	Nil
5	Remuneration last drawn	Nil
6	Date of first appointment on the Board	21.01.2016
7	Shareholding in the Company	Nil
8	Relationship with Directors, Manager, KMP of the Company	Nil
9	No of Meetings of Board attended during the year (FY 2015-16)	2
10	Other directorship/membership/chairmanship of Committees, of other Board	Nil

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the resolution at Item No. 4 of this Notice for your approval to be passed as Ordinary Resolution.

None of Directors, Key Managerial Personnel and relatives thereof, other than Mr. Sameer Khetarpal is concerned or interested financially or otherwise in the proposed resolution.

**For and on behalf of the Board of Directors of
Prione Business Services Private Limited**



Komal Patwari
Company Secretary
Membership No. A33980

Date: 10th November, 2016

Place: Bengaluru

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PRIONE BUSINESS SERVICES PRIVATE LIMITED

ATTENDANCE SLIP

(To be presented at the entrance)

4th Annual General Meeting of the Company on Friday, 25th November, 2016 at 10.00 A.M. at H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi-110044.

Folio No./DPID / Client ID _____

No of Shares held: _____

Name of Member: _____ Signature _____
Name of Authorized Representative (body corporate)

Name of Proxy holder: _____ Signature _____

I hereby record my presence at the 4th Annual General Meeting on Friday, 25th November, 2016 at 10.00 A.M. at H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi – 110044.



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**Form No. MGT-11
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: U74999DL2012PTC243682

Name of the Company: Prione Business Services Private Limited

Registered office: H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi – 110044

Name of the Member (s):

Registered address:

E-mail 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 :.....,

or failing him

2. Name :

Address:

E-mail Id :

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....



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PRIONE



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company, to be held on Friday, the 25th day of November, 2016 at 10.00 A.M. at H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi - 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	For	Against
Ordinary Business			
1	To receive, consider, approve and adopt the Audited Financial Statements of the Company including the Consolidated Financial Statements for the financial year ended 31 st March, 2016 and the Report of the Board and Auditors' thereon.		
2	To ratify appointment of M/s S.R. Batliboi & Associates LLP, Bangalore (Firm Registration No: 101049W/E300004) as Statutory Auditors of the Company for the Financial Year 2016-17.		
Special Business			
3	To appoint Mr. Abishek Laxminarayan (DIN: 00971669) as a Director of the Company.		
4	To appoint Mr. Sameer Khetarpal (DIN: 07402011) as a Director of the Company.		

Signed this..... day of..... 2016.

Signature of shareholder

Signature of Proxy holder(s)

AFFIX
 REVENUE
 STAMP OF.
 0.15 PAISE

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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