

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No. : _____

Date : 09/04/2019

To,
Vice President
National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL.
The details of the securities allotted are given below:

ISIN	INE067808019
Security Description	Zero Coupon Unsecured Unlisted Compulsorily Convertible Debentures
Allotment Date	27/03/2019
Face Value per security	Rs. 100/-
Distinctive Numbers	01-3338
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	No
If through EBP, name of Electronic Book Provider	NA
Funds Settlement (Tick any one as applicable)	<input type="checkbox"/> Through Clearing corporation <input type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	NA

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	1	3,338
Electronic Form – CDSL	0	0
Physical Form	0	0
Total Allotted	1	3,338

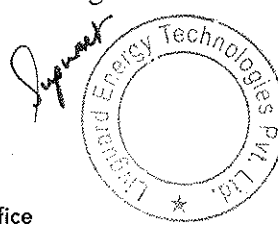
I, Supneet Kaur, Company Secretary of Livguard Energy Technologies Private Limited declare that:

I am committed to

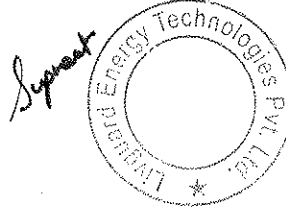


Page 1 of 2
Livguard Energy Technologies Private Limited
Plot No. 221, Udyog Vihar, Phase - 1,
Gurgaon - 122016, Haryana (India).
T +91 124 4987 400/ 01
www.livguard.com

Registered Office
WZ - 106/101, Rajouri Garden Extension,
New Delhi - 110027
CIN U51909DL2014FTC265518



the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of Board Resolution dated 27th March, 2019 (*copy enclosed*).



Signature :

Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

Annexure A

Date: 09/04/2019

To,
The Managing Director,
National Securities Depository Limited.
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai - 400 013

Dear Sir,

We intend to issue securities under existing ISIN as per details given below. We hereby declare that there is no modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. and are pari passu with the bonds / debentures under the following ISIN wherein the new securities being issued.

Details of current issue:

ISIN	INE067808019
Date of Allotment (in DD-MM-YYYY)	27/03/2019
Date of Maturity (in DD-MM-YYYY)	26/03/2039
Allotment Quantity	3,338
Issue Price (in Rs.)	Rs. 3,73,845.48
Face Value (in Rs.)	Rs. 100/-
Issue Size (in Rs. Crs.)	Rs. 1,24,78,96,212.24
Certificate Nos./Distinctive Nos. (From - To)	01-3338

Issuance history under the aforesaid ISIN (including current issue):

Sr. No.	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs. Crs.)	Cumulative Issue Size (in Rs. Crs.)
NIL	NIL	NIL	NIL	NIL	NIL	NIL

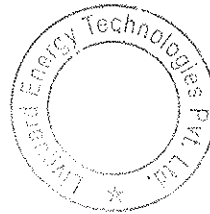
Note: Add rows, if applicable

For Livguard Energy Technologies Private Limited

Name:

Designation:


Supneet Kaur
Company Secretary



Livguard Energy Technologies Private Limited

Plot No. 221, Udyog Vihar, Phase - 1,

Gurgaon - 122016, Haryana (India).

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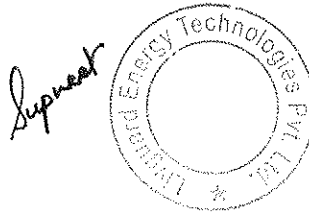
Registered Office

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New Delhi - 110027

CIN U51909DL2014FTC265518

S. No.	NAME OF CLIENTS	DP ID	Client ID	NO OF DEBENTURE	ISIN NO	ALLOTMENT DATE
1	Ivory Investments Limited	IN303173	20179309	3,338	INE067808019	27-03-2019



I am committed to

SAR
MISSION
555

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Plot No. 221, Udyog Vihar, Phase - 1,

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CIN U51909DL2014FTC265518

TERMS AND CONDITIONS OF THE INVESTOR CCDs

All capitalized terms used herein but not defined shall have the meaning given to them under the Agreement. Reference to any paragraph in this Schedule shall be a reference to such paragraph of this Schedule.

1. Form and Status

Each Investor CCD shall have a face value of INR 100 (Rupees One Hundred).

2. Term

Unless converted in accordance with the terms of this Schedule 3, the Amended and Restated Charter Documents of the Company and Applicable Laws, the term of the Investor CCDs shall be a maximum of 20 (Twenty) years from the date of their issuance.

3. Interest

3.1 The Investor CCDs shall be non-interest bearing.

4. Conversion

4.1 The Investor CCDs shall be convertible into Equity Shares of the Company at the option of the holders of the Investor CCDs ("**CCD Holder(s)**") in accordance with paragraph 4.3 (*Optional Conversion*). Any Investor CCDs that have not been converted into Equity Shares pursuant to paragraph 4.3 (*Optional Conversion*) shall compulsorily convert into Equity Shares in accordance with the Conversion Ratio mentioned in this Schedule 3, on the date which is 20 (Twenty) years from the date of issuance of the Investor CCDs (the "**Maturity Date**") in accordance with this Agreement.

4.2 Conversion Ratio

Each Investor CCD shall convert into 1 (One) Equity Share of the Company subject to appropriate adjustment from time to time for any consolidation, split, subdivision or reclassification of the Equity Shares or any reduction of capital or amalgamation or reorganization of the Company.

4.3 Optional Conversion

4.3.1 A CCD Holder shall have the right, at any time after the Closing Date, to require the Company, by way of a written notice (the "**Conversion Notice**"), to convert all or part of the Investor CCDs into Equity Shares in accordance with the Conversion Ratio mentioned in this Schedule 3. In case of conversion of the Investor CCDs prior to the expiry of the Maturity Date, the conversion of Investor CCDs into Equity Shares and allotment of such Equity Shares shall be completed within a period of 15 (Fifteen) days from the date of receipt of the Conversion Notice by the Company or such other date as may be prescribed under Applicable Law.

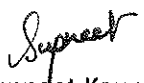
4.3.2 The Conversion Notice shall set forth the number of Investor CCDs in respect of which a CCD Holder is exercising its right to convert in accordance with this paragraph 4.2.

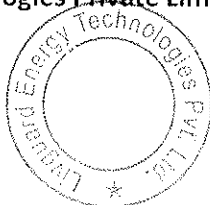
- 4.3.3 Within a period of 7 (Seven) days after receipt of the Conversion Notice, the Company shall convene a meeting of its Board at shorter notice for taking on record the Conversion Notice and approving the allotment of Equity Shares to the CCD Holder in accordance with the Conversion Notice.
- 4.3.4 Within 7 (Seven) days of the allotment of Equity Shares to the CCD Holder pursuant to conversion of the Investor CCDs, the Company shall deliver to the CCD Holder (i) depository statements evidencing that the Equity Shares issued pursuant to the conversion of the Investor CCDs stand credited in the name of the CCD Holder, and such statements shall be duly acknowledged, stamped and allotted in favour of the CCD Holder, and (ii) duly endorsed debenture certificate(s) for the Investor CCDs, or depository statements evidencing the Investor CCDs which have not been converted and which continue to be held by the Investor (as applicable).
- 4.3.5 The Company shall pay the requisite stamp duty in connection with the issuance of Equity Shares to a CCD Holder.
- 4.3.6 The Company shall ensure, at all times during which the Investor CCDs are outstanding, that it has sufficient number of authorized and unissued equity shares in reserve to permit the conversion of all then outstanding Investor CCDs by the CCD Holder (whether at maturity or pursuant to a Conversion Notice delivered by the CCD Holder in accordance with paragraph 4) and shall pay the requisite stamp duty and any other costs in relation to the foregoing and make all requisite filings with Governmental Authorities in this regard.
- 4.3.7 The Company shall take all corporate actions and shall make all necessary filings with the relevant Governmental Authorities, including the Registrar of Companies in accordance with the time period prescribed under Applicable Law, in relation to the issue and allotment of the Equity Shares to the CCD Holder.
- 4.4 It is clarified that upon conversion of an Investor CCD, the price at which such Investor CCD is converted into Equity Shares of the Company shall be considered to be the amount received by the Company towards issuance of such Equity Shares.

5. No Fractional Shares

- 5.1 No fractional share shall be issued upon the conversion of any Investor CCDs, and the number of Equity Shares to be issued shall be rounded to the next whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of Investor CCDs the CCD Holder has at the time converting into Equity Shares and the number of Equity Shares issuable upon such aggregate conversion.

For Livguard Energy Technologies Private Limited


Supneet Kaur
Company Secretary
Membership No. - 42459



MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : H48523567

Service Request Date : 27/03/2019

Payment made into : ICICI Bank

Received From :

Name : Sandeep Gupta
Address : H No 604
Street Chhawliyan Nawada Bazar Najafgarh
Delhi, Delhi
India - 110043

Entity on whose behalf money is paid

CIN: U51909DL2014FTC265518
Name : LIVGUARD ENERGY TECHNOLOGIES PRIVATE LIMITED
Address : WZ-106/101
Rajouri Garden Extension
New Delhi, Delhi
India - 110027

Full Particulars of Remittance

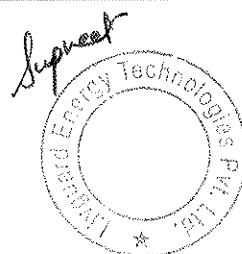
Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)



FORM NO. PAS-3



Return of Allotment

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company

U51909DL2014FTC265518

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

LIVGUARD ENERGY TECHNOLOGIES PRIVATE LIMITED

(b) Address of the Registered office of the company

WZ-106/101
Rajouri Garden Extension
New Delhi
North West
Delhi
110027

(c) *Email ID of the company

legal@sar-group.com

3. Securities allotted payable in cash

*Number of allotments

1

1 (i)* Date of allotment

27/03/2019

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions		Issuance of Equity Shares on preferential		Compulsorily Convertible Debentures
Number of securities allotted		176		3,338
Nominal amount per security (in Rs.)		10.00		100.00
Total nominal amount (in Rs.)		1,760.00		333,800
Amount paid per security on application (excluding premium) (in Rs.)		10.00		100.00
Total amount paid on application (excluding premium) (in Rs.)		1,760.00		333,800
Amount due and payable on allotment per security (excluding premium) (in Rs.)		0.00		0.00
Total Amount payable on allotment (excluding premium) (in Rs.)		0.00		0.00
Premium amount per security due and payable (if any) (in Rs.)		373835.48		373745.48
Total premium amount due and payable (if any) (in Rs.)		65,795,044.48		1,247,562,412.2
Premium amount paid per security (if any)		373835.48		373745.48
Total premium amount paid (if any) (in Rs.)		65,795,044.48		1,247,562,412.2
Amount of discount per security (if any) (in Rs.)		0.00		0.00
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)		0.00		0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)		0.00		0.00

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

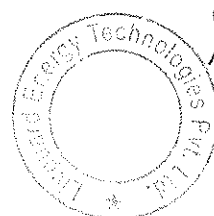
(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash
(if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☐ Yes ☐ No



5. Bonus shares issued

(a) Date of allotment	<input type="text"/>	(DD/MM/YYYY)
(b) Number of bonus shares	<input type="text"/>	
(c) Nominal amount per share (in Rs.)	<input type="text"/>	
(d) Amount to be treated as paid up per share (in Rs.)	<input type="text"/>	
(e) * Date of passing shareholders' resolution	<input type="text"/>	(DD/MM/YYYY)
(f) * SRN of Form No MGT-14	<input type="text"/>	

6. In respect of private placement

(a) Category to whom allotment is made:

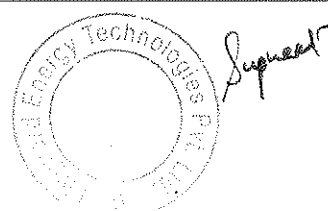
- ☐ Existing shareholders
☐ Employee
☐ Directors
☐ Qualified Institutional Buyers
☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
☒ completed allotment in respect of earlier private placement offers;
☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	30,050,000	23,362	23,362	23,362
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	300,500,000.00	233,620.00	233,620.00	233,620.00
Number of preference shares	37,500,000	37,500,000	37,500,000	37,500,000
Nominal value per preference share	10	10	10	10
Total amount of preference shares	375,000,000.00	375,000,000.00	375,000,000.00	375,000,000.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	675,500,000.00	375,233,620.00	375,233,620.00	375,233,620.00



8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	3,338	100	1,247,896,212.24
Secured loans			387,687,179
Others, specify	0	0	0

9.* Whether complete list of allottees has been enclosed as an attachment.

☒ Yes ☐ No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

List of attachments

1.* List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

Attach

List of Allottee Equity and CCD.pdf
Allotment Resolution.pdf
LETPL PAS 4 and PAS 5.pdf

2.* Copy of Board or shareholders' resolution.

Attach

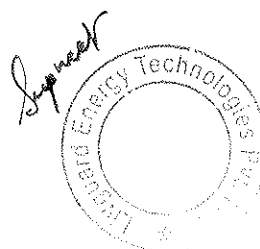
6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach



Declaration

I am authorized by the Board of Directors of the Company vide resolution no * 05 dated * 13/09/2018 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

*** To be digitally signed by**

* Designation Director



* Director identification number of the director; or
DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

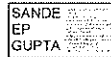
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Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

*** To be digitally signed by**



* ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☒ Company secretary (in whole-time practice)

* Whether associate or fellow ☒ Associate ☐ Fellow

* Membership number

23477

* Certificate of practice number

12465

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

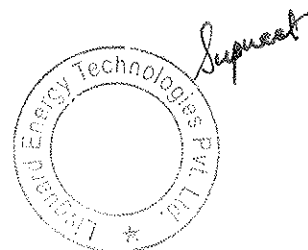
Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.



List of Allottees

Table A

Name of the Company	Livguard Energy Technologies Private Limited
Date of allotment	27 March 2019
Type of Securities allotted (Equity or Preference)	Equity Shares
Nominal Amount per security (in Rs.)	INR 10.00
Premium amount per security (in Rs.)	INR 3,73,835.48
Total number of allottees	2
Brief particulars in respect of terms and conditions, voting rights etc.	Equity Shares ranking Pari Passu with existing shares

Table B

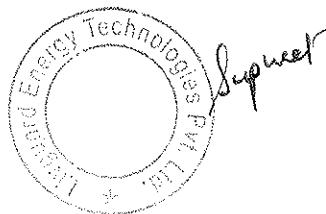
(List of allottees, applicable in case of allotment of Securities payable in cash)

S No	Name and Occupation of Allottees	Address of Allottees	DP Id	Clint Id	Nationality	Number of Equity shares Allotted	Total amount to be paid on calls (including premium outstanding (in Rs.))
1	Ivory Investments Limited (Business)	Suite 504, 5 th Floor St. James Court, Port Louis Mauritius 11328	IN303173	20179309	Mauritius	123	NIL
2	Link Investment Trust (Business)	Suite 501, 5 th Floor Eros Corporate Tower, Nehru Place Delhi-110019	IN301549	54094975	Resident	53	NIL
Total						176	

-----Certified True Copy-----

FOR LIVGUARD ENERGY TECHNOLOGIES PRIVATE LIMITED

Supneet
Supneet Kaur
Company Secretary
Membership No. 42459



I am committed to

**SAR
MISSION
555**

Livguard Energy Technologies Private Limited

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Registered Office

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New Delhi - 110027

CIN U51909DL2014FTC265518

List of Allottees

Table A

Name of the Company	Livguard Energy Technologies Private Limited
Date of allotment	27 March 2019
Type of Securities allotted (Equity or Preference or Debentures)	Compulsorily Convertible Debentures ("CCD")
Nominal Amount per security (in Rs.)	INR 100
Premium amount per security (in Rs.)	INR 3,73,835.48
Total number of allottees	1
Brief particulars in respect of terms and conditions, voting rights etc.	Compulsorily Convertible Debentures and not carry any voting right

Table B

(List of allottees, applicable in case of allotment of Securities payable in cash)

S No	Name and Occupation of Allottees	Address of Allottees	DP Id	Clint Id	Nationality	Number of Equity shares Allotted	Total amount to be paid on calls (including premium outstanding (in Rs.))
1	Ivory Investments Limited (Business)	Suite 504, 5 th Floor St. James Court, Port Louis Mauritius - 11328	IN303173	20179309	Mauritius	3,338	NIL
Total						3,338	

-----Certified True Copy-----

FOR LIVGUARD ENERGY TECHNOLOGIES PRIVATE LIMITED

Supreet
Supreet Kaur
Company Secretary
Membership No. 42459



I am committed to

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New Delhi - 110027

CIN U51909DL2014FTC265518

EXTRACT OF THE MINUTES OF THE 20/2018-19 MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF LIVGUARD ENERGY TECHNOLOGIES PRIVATE LIMITED (THE "COMPANY") HELD ON 27TH MARCH, 2019 AT PLOT No. 221, UDYOG VIHAR, PHASE -1, GURGAON-122016, AT 04:00 P.M.

1. ALLOTMENT OF EQUITY SHARES

The shareholders of the Company have, at the meeting held on March 19, 2019, approved the issuance of 123 (One Hundred and Twenty Three) equity shares having face value of INR 10 (Indian Rupees Ten) each, at an issue price of not less than INR 3,73,845.48 (Indian Rupees Three Lakh Seventy Three Thousand Eight Hundred and Forty Five and Forty Eight Paise) per equity share (determined in accordance with the valuation reports each dated January 31, 2019 of Proxcel Advisory Services LLP, Valuers and DNS Associates, Chartered Accountants) to Ivory Investments Limited and 53 (Fifty Three) equity shares having face value of INR 10 (Indian Rupees Ten) each, at an issue price of not less than INR 3,73,845.48 (Indian Rupees Three Lakh Seventy Three Thousand Eight Hundred and Forty Five and Forty Eight Paise) per equity share (determined in accordance with the valuation reports each dated January 31, 2019 of Proxcel Advisory Services LLP, Valuers and DNS Associates, Chartered Accountants) to Link Investment Trust (together, the "Investor Subscription Equity Shares"), on a preferential basis by way of private placement for an aggregate amount of INR 6,57,96,804.48 (Indian Rupees Six Crore Fifty Seven Lakh Ninety Six Thousand Eight Hundred and Four and Forty Eight Paise) in accordance with the terms of the investment agreement dated March 7, 2019 among the Company, Ivory Investments Limited, Link Investment Trust, Mr. Rakesh Malhotra, Mr. Navneet Kapoor, Livguard Holdings Pte. Ltd. and NK Investment Trust (the "Investment Agreement"). The Board, in consideration of the above, adopted the following resolutions unanimously:

"RESOLVED THAT pursuant to Sections 42, 62, and 179 of the Companies Act, 2013 and the rules thereunder, each as amended (the "Companies Act"), consent of the Board be and is hereby accorded to allotment of 123 (One Hundred and Twenty Three) equity shares having face value of INR 10 (Indian Rupees Ten) each, at an issue price of INR 3,73,845.48 (Indian Rupees Three Lakh Seventy Three Thousand Eight Hundred and Forty Five and Forty Eight Paise) per equity share (determined in accordance with the valuation reports each dated January 31, 2019 of Proxcel Advisory Services LLP, Valuers and DNS Associates, Chartered Accountants) to Ivory Investments Limited (having depository ID IN303173 and customer ID 20179309 with Kotak Mahindra Bank Limited) and 53 (Fifty Three) equity shares having face value of INR 10 (Indian Rupees Ten) each, at an issue price of INR 3,73,845.48 (Indian Rupees Three Lakh Seventy Three Thousand Eight Hundred and Forty Five and Forty Eight Paise) per equity share (determined in accordance with the valuation reports each dated January 31, 2019 of Proxcel Advisory Services LLP, Valuers and DNS Associates, Chartered Accountants) to Link Investment Trust (having depository ID IN301549 and customer ID 54094975 with HDFC Bank Limited), on a preferential basis by way of private placement for an aggregate amount of INR 6,57,96,804.48 (Indian Rupees Six Crore Fifty Seven Lakh Ninety Six Thousand Eight Hundred and Four and Forty Eight Paise) and in accordance with the terms and conditions contained in the Investment Agreement among the Company, Ivory Investments Limited, Link Investment Trust Mr. Rakesh Malhotra, Mr. Navneet Kapoor, Livguard Holdings Pte. Ltd. and NK Investment Trust dated March 7, 2019."

"RESOLVED FURTHER THAT, the receipt of an aggregate amount of INR 6,57,96,804.48 (Indian Rupees Six Crore Fifty Seven Lakh Ninety Six Thousand Eight Hundred and Four and Forty Eight Paise) by the Company from Ivory Investments Limited for subscription to 123 (One Hundred and Twenty

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MISSION
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Livguard Energy Technologies Private Limited

Plot No. 221, Udyog Vihar, Phase - 1,

Gurgaon - 122016, Haryana (India).

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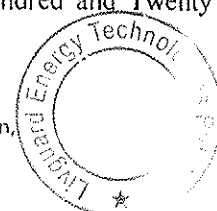
www.livguard.com

Registered Office

WZ - 106/101, Rajouri Garden Extension,

New Delhi - 110027

CIN U51909DL2014FTC265518



Three) equity shares of the Company and from Link Investment Trust for subscription to 53 (Fifty Three) equity shares of the Company, respectively, is hereby acknowledged."

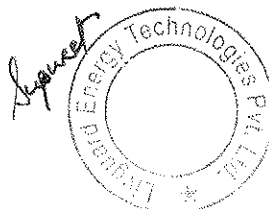
"RESOLVED FURTHER THAT each of Mr. Navneet Kapoor (DIN:00034357), Director, Mr. Paresh Chandra Pradhan (DIN:02259057), Director, Mr. Atul Jalota (DIN:02300049), Director, Mr. Kshitish Chandra Pradhan (DIN:06903501), Director, Mr. Gurpreet Singh Bhatia (DIN:07656219), Director, Mr. Prashant Agarwal, Legal Head of the Company and Ms. Supneet Kaur, Company Secretary of the Company, be and are hereby severally authorized, in the name and on behalf of the Company, to do all such acts, deeds and things, including payment of stamp duty, filing any e-forms, returns, documents, etc. as may be required under the provisions of the Companies Act and rules made thereunder, and other applicable laws, and to do all such acts, matters, deeds and things as may be necessary incidental, consequential and/or proper to give effect to the foregoing resolution."

"RESOLVED FURTHER THAT each of Mr. Navneet Kapoor (DIN:00034357), Director, Mr. Paresh Chandra Pradhan (DIN:02259057), Director, Mr. Atul Jalota (DIN:02300049), Director, Mr. Kshitish Chandra Pradhan (DIN:06903501), Director, Mr. Gurpreet Singh Bhatia (DIN:07656219), Director, Mr. Prashant Agarwal, Legal Head of the Company and Ms. Supneet Kaur, Company Secretary of the Company, be and are hereby authorized severally to file the necessary forms/declarations/documents with Registrar of Companies, Reserve Bank of India, Registrar and Transfer Agent of the Company, depository, and all other concerned authorities and to do all such acts, deeds, matters and things as may be necessary incidental, consequential and/or proper to give effect to the foregoing resolutions."

2. ALLOTMENT OF COMPULSORILY CONVERTIBLES DEBENTURES

The shareholders of the Company have, at the meeting held on March 19, 2019, approved the issuance of 3,338 (Three Thousand Three Hundred and Thirty Eight) compulsory convertible debentures having face value of INR 100 (Indian Rupees Hundred) each and having such terms as specified in the private placement offer letter dated March 19, 2019, issued by the Company to Ivory Investments Limited, at an issue price of not less than INR 3,73,845.48 (Indian Rupees Three Lakh Seventy Three Thousand Eight Hundred and Forty Five and Forty Eight Paise) per compulsory convertible debenture (determined in accordance with the valuation reports each dated January 31, 2019 of Proxcel Advisory Services LLP, Valuers and DNS Associates, Chartered Accountants) to Ivory Investments Limited (the **"Investor CCDs"**), by way of private placement for an aggregate amount of INR 124,78,96,212.24 (Indian Rupees One Hundred Twenty Four Crore Seventy Eight Lakh Ninety Six Thousand Two Hundred Twelve and Twenty Four Paise) in accordance with the terms of the investment agreement dated March 7, 2019 among the Company, Ivory Investments Limited, Link Investment Trust, Mr. Rakesh Malhotra, Mr. Navneet Kapoor, Livguard Holdings Pte. Ltd. and NK Investment Trust (the **"Investment Agreement"**). The Board, in consideration of the above, adopted the following resolutions unanimously:

"RESOLVED THAT pursuant to Sections 42, 71, and 179 of the Companies Act, 2013 and the rules thereunder, each as amended (the **"Companies Act"**), consent of the Board be and is hereby accorded to allotment of 3,338 (Three Thousand Three Hundred and Thirty Eight) compulsory convertible debentures having face value of INR 100 (Indian Rupees Hundred) each and having such terms as specified in the private placement offer letter dated March 19, 2019, issued by the Company to Ivory Investments Limited, at an issue price of INR 3,73,845.48 (Indian Rupees Three Lakh Seventy Three Thousand Eight Hundred and Forty Five and Forty Eight Paise) per compulsory convertible debenture (determined in accordance with the valuation reports each dated January 31, 2019 of Proxcel Advisory Services LLP, Valuers and DNS Associates, Chartered Accountants), to Ivory Investments Limited (having depository ID IN303173 and customer ID 20179309 with Kotak Mahindra Bank Limited) by way of private



placement for an aggregate amount of INR 124,78,96,212.24 (Indian Rupees One Hundred Twenty Four Crore Seventy Eight Lakh Ninety Six Thousand Two Hundred Twelve and Twenty Four Paisa) and in accordance with the terms and conditions contained in the Investment Agreement among the Company, Ivory Investments Limited, Link Investment Trust Mr. Rakesh Malhotra, Mr. Navneet Kapoor, Livguard Holdings Pte. Ltd. and NK Investment Trust dated March 7, 2019."

"RESOLVED FURTHER THAT, the receipt of an aggregate amount of INR 124,78,96,212.24 (Indian Rupees One Hundred Twenty Four Crore Seventy Eight Lakh Ninety Six Thousand Two Hundred Twelve and Twenty Four Paisa) by the Company from Ivory Investments Limited for subscription to 3,338 (Three Thousand Three Hundred and Thirty Eight) compulsory convertible debentures, is hereby acknowledged."

"RESOLVED FURTHER THAT each of Mr. Navneet Kapoor (DIN:00034357), Director, Mr. Paresh Chandra Pradhan (DIN:02259057), Director, Mr. Atul Jalota (DIN:02300049), Director, Mr. Kshitish Chandra Pradhan (DIN:06903501), Director, Mr. Gurpreet Singh Bhatia (DIN:07656219), Director, Mr. Prashant Agarwal, Legal Head of the Company and Ms. Supneet Kaur, Company Secretary of the Company, be and are hereby severally authorized, in the name and on behalf of the Company, to do all such acts, deeds and things, including payment of stamp duty, filing any e-forms, returns, documents, etc. as may be required under the provisions of the Companies Act and rules made thereunder, and other applicable laws, and to do all such acts, matters, deeds and things as may be necessary incidental, consequential and/or proper to give effect to the foregoing resolution."

"RESOLVED FURTHER THAT each of Mr. Navneet Kapoor (DIN:00034357), Director, Mr. Paresh Chandra Pradhan (DIN:02259057), Director, Mr. Atul Jalota (DIN:02300049), Director, Mr. Kshitish Chandra Pradhan (DIN:06903501), Director, Mr. Gurpreet Singh Bhatia (DIN:07656219), Director, Mr. Prashant Agarwal, Legal Head of the Company and Ms. Supneet Kaur, Company Secretary of the Company, be and are hereby authorized severally to file the necessary forms/declarations/documents with Registrar of Companies, Reserve Bank of India, Registrar and Transfer Agent of the Company, depository, and all other concerned authorities and to do all such acts, deeds, matters and things as may be necessary incidental, consequential and/or proper to give effect to the foregoing resolutions."

-----Certified True Copy-----

For Livguard Energy Technologies Private Limited


Supneet Kaur
Company Secretary
Membership No. 42459

