

CIN : L45207GJ2012PLC070279

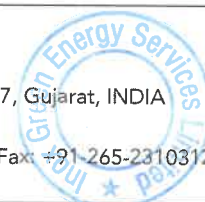
 Corporate Office: INOXGFL Towers, Plot No.17, Tel: +91-120-6149600 | contact@inoxgreen.com
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Brief particulars of Inox Green Energy Services Limited (“Inox Green” or “Demerged Company”) and Resco Global Wind Services Limited (“Resco” or “Resulting Company”)

Particulars	Demerged Company	Resulting Company																																																
Name of the company	Inox Green Energy Services Limited (“Inox Green”)	Resco Global Wind Services Limited (“Resco”)																																																
Exchange(s) Listed on	Equity shares: NSE and BSE	Non-convertible debentures: BSE																																																
Designated Stock Exchange	BSE Limited	BSE Limited																																																
Brief detail about Scheme	The Scheme of Arrangement (“Scheme”) provides for demerger of Power Evacuation Business undertaking of Inox Green into Resco pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.																																																	
Consideration/Exchange Ratio	122 equity shares (face value of Rs. 10/- per share) of the Resulting Company to be issued for every 1,000 equity shares (face value of Rs.10/- per share) of the Demerged Company; 122 share warrants of the Resulting Company with an issue price of Rs. 205/- each to be issued for every 1,000 share warrants of the Demerged Company with an issue price of Rs. 145/- each; 1,000 share warrants of the Demerged Company with an issue price of Rs. 120/- each to be issued and substituted for every 1,000 share warrants of the Demerged Company with an issue price of Rs. 145/- each.																																																	
Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR),1957	Yes																																																	
Report of Audit Committee	Audit Committee report of Inox Green dated November 13, 2024 has recommended the draft scheme for favorable consideration.																																																	
Valuation Report from a Registered Valuer	The share entitlement ratio has been derived based on Valuation report dated November 13, 2024 issued by M/s Finvox Analytics, Registered Valuer (Registration No.: IBBI/RV-E/06/2020/120)																																																	
Fairness opinion by Merchant Banker	Marwadi Chandarana Intermediaries Brokers Private Limited (SEBI Registration No.: INM000013165), an Independent SEBI Registered Category I Merchant Banker, in its fairness opinion dated November 13, 2024 has opined that the share entitlement ratio as recommended by the valuer is fair.																																																	
Pre and post scheme Shareholding Pattern (on fully diluted basis)	Inox Green Pre-Scheme shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>23,28,61,497</td> <td>56.92%</td> </tr> <tr> <td>Public</td> <td>17,62,24,254</td> <td>43.08%</td> </tr> <tr> <td>Total</td> <td>40,90,85,751</td> <td>100%</td> </tr> </tbody> </table> Post-Scheme shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>23,28,61,497</td> <td>56.92%</td> </tr> <tr> <td>Public</td> <td>17,62,24,254</td> <td>43.08%</td> </tr> <tr> <td>Total</td> <td>40,90,85,751</td> <td>100%</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	23,28,61,497	56.92%	Public	17,62,24,254	43.08%	Total	40,90,85,751	100%	Category	No. of shares	%	Promoter	23,28,61,497	56.92%	Public	17,62,24,254	43.08%	Total	40,90,85,751	100%	Resco Pre-Scheme shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>14,88,30,788</td> <td>91.90%</td> </tr> <tr> <td>Public</td> <td>1,31,10,468</td> <td>8.10%</td> </tr> <tr> <td>Total</td> <td>16,19,41,256</td> <td>100%</td> </tr> </tbody> </table> Post-Scheme shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>17,72,39,891</td> <td>83.66%</td> </tr> <tr> <td>Public</td> <td>3,46,09,827</td> <td>16.34%</td> </tr> <tr> <td>Total</td> <td>21,18,49,718</td> <td>100%</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	14,88,30,788	91.90%	Public	1,31,10,468	8.10%	Total	16,19,41,256	100%	Category	No. of shares	%	Promoter	17,72,39,891	83.66%	Public	3,46,09,827	16.34%	Total	21,18,49,718	100%
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 An **INOXGFL** Group Company
BEYOND INFINITY
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<p>Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')</p>	<p>Pre Scheme – Complied</p> <p>Post Scheme – Inox Green will continue to comply with minimum public shareholding</p>	<p>Pre Scheme – Not applicable since equity shares of Resco were not listed</p> <p>Post Scheme – Resco will comply with the minimum public shareholding post demerger [after claiming relaxation under Rule 19(7) of the Securities Contracts (Regulation) Rules, 1957 read with Proviso to Para A(1)(b) of Part II of the SEBI Master Circular dated June 20, 2023]</p>
<p>Approval of Shareholders through postal ballot and e-voting</p>	<p>Required. The same will be complied at the time of holding meetings of shareholders of the Company</p>	
<p>Treatment of Fractional Entitlement, if any</p>	<p>If any eligible member becomes entitled to any fractional equity shares, entitlements or credit on the issue and allotment of equity shares by the Resulting Company in accordance with this Scheme, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlement and shall, without any further application, act, instrument or deed issue and allot such consolidate equity shares directly to an individual trustee in a separate account nominated by the Resulting Company ("The Trustee"), who shall hold such equity shares with all additions or accretions thereto in trust for the benefit of the respective equity shareholders, to whom they belong and their respective heir, executors, administrators, successors for the specific purpose of selling such equity shares in the open market at such price or prices within such timelines as allowed under SEBI Circular, as the Trustee may, in its sole discretion, decide and on such sale, pay to the Resulting Company, the net sale proceeds (after deducting the applicable taxes and cost incurred) thereof and any additions and accretions, whereupon the Resulting Company shall subject to the withholding tax, if any, distribute such sale proceeds to the concerned eligible members in proportion to their respective fractional entitlement. In case the numbers of shares to be issued and allotted to the Trustee by virtue of consolidation of fractional entitlement is a fraction, it shall be rounded off to the next higher integer.</p>	
<p>Compliance with Regulation 11 of the Listing Regulations</p>	<p>The Company has, vide letter dated 2nd December, 2024 confirmed that the proposed scheme of arrangement to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.</p>	
<p>Statutory Auditor's certificate confirming the compliance of the accounting treatment as per SEBI Master Circular</p>	<p>M/s Dewan P.N. Chopra & Co., Statutory Auditors of Inox Green, have provided the certificate dated November 13, 2024, confirming the accounting treatment as per SEBI circular.</p>	<p>M/s Dewan P.N. Chopra & Co., Statutory Auditors of Resco, have provided the certificate dated November 13, 2024, confirming the accounting treatment as per SEBI circular.</p>
<p>Compliance Report as per SEBI circular</p>	<p>Compliance Report as per SEBI Master Circular has been submitted along with the application filed on 2nd December, 2024.</p>	

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Net Worth (Rs. in crores)	<table border="1"> <thead> <tr> <th>Net Worth (Rs in Crores)</th> <th>Inox Green</th> <th>Resco</th> </tr> </thead> <tbody> <tr> <td>Pre</td> <td>1400.32</td> <td>199.15</td> </tr> <tr> <td>Post</td> <td>807.43</td> <td>792.04</td> </tr> </tbody> </table>			Net Worth (Rs in Crores)	Inox Green	Resco	Pre	1400.32	199.15	Post	807.43	792.04
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	Pre	1400.32	199.15									
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Capital before the scheme (No. of equity shares as well as capital in rupees)	Authorised Capital 50,00,00,000 Equity shares (INR 500,00,00,000) 20,00,00,000 Preference shares (INR 200,00,00,000) Issued, Subscribed and Paid-Up Capital 36,70,16,789 Equity Shares (INR 3,67,01,67,890)	Authorised Capital 18,60,00,000 Equity Shares (INR 186,00,00,000) Issued, Subscribed and Paid-Up Capital 16,19,41,256 Equity Shares (INR 161,94,12,560)										
No. of shares to be issued	4,99,08,462 equity shares of INR 10 each (on fully diluted basis)											
Cancellation of shares on account of cross holding, if any	No shares are being cancelled on account of cross holding.											
Capital after the scheme (No. of equity shares as well as cap)	Authorised Capital 50,00,00,000 Equity shares (INR 500,00,00,000) 20,00,00,000 Preference shares (INR 200,00,00,000) Issued, Subscribed and Paid-Up Capital 36,70,16,789 Equity Shares (INR 3,67,01,67,890)	Authorised Capital 18,60,00,000 Equity Shares (INR 186,00,00,000) Issued, Subscribed and Paid-Up Capital 21,18,49,718 Equity Shares (INR 2,11,84,97,180)* *On fully diluted basis										
Remarks, if any												

Thanking You

Yours faithfully,

For Inox Green Energy Services Limited

Anup Kumar Jain

Anup Kumar Jain
Company Secretary

