Annexure - 32

INOXGreen
ENERGY SERVICES LIMITED

CIN : L45207GJ2012PLC070279

INOX Green Energy Services Limited
(Earlier known as Inox Wind Infrastructure Services Ltd.)

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Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.

The swap ratio is considered based on the share entitlement ratio recommended in the valuation report issued by Finvox Analytics, Registered Valuer Entity, dated November 13, 2024 ("Valuation Report"). The share entitlement ratio has been calculated using the relative values of Resco Global Wind Services Limited ("Resco") and the power evacuation business of Inox Green Energy Services Limited (the "Demerged Undertaking"). The calculation of share entitlement ratio and the relative values are presented in the exhibit below.

Inox Green Energy Services Limited
Resco Global Wind Services Limited
Calculation of Fair Share Entitlement Ratio

	Resco Global Wind Services Limited (1)		The Demerged Undertaking (2)	
Valuation Approach	**Value Per Share (INR)**	**Weighting**	**Value Per Share (INR)**	**Weighting**
Asset Approach	56.4	0.0%	32.4	0.0%
Income Approach	267.0	50.0%	32.5	100.0%
Market Approach	267.0	50.0%	NA	NA
Relative Value Per Share (INR)	**267.0**		**32.5**	
Fair Share Entitlement Ratio (Rounded)		**0.122**		

NA: Not Applicable / Not Applied

The rationale for calculating the above-presented relative values of Resco and the Demerged Undertaking, as presented in the Valuation Report, is reproduced below (taken verbatim).

(1) Resco Global Wind Services Limited:

- Asset Approach: In the current analysis, the demerger of the Demerged Undertaking into the Resco is proceeded with one assumption that they would continue as going concern and an actual realization of the operating assets is not contemplated. In a going concern scenario, the earning power, as reflected under the income/market approach, is of greater importance to the basis of restructuring, with the values arrived at on the net asset basis being of limited relevance. While we calculated the indicated value per equity share of Resco under the asset approach, we have considered it appropriate not to assign any weighting to this approach for valuation of the Resulting Company.

We calculated the value of Resco using the asset approach via the adjusted net asset value method. The adjusted net asset value method is an asset-based approach whereby the value of the business is based on the difference between the value of the company's assets and liabilities.

The adjusted net asset value has been computed based on the balance sheet of Resco as of September 30, 2024. According to the Management, there are no material changes in the financial position and list of assets or liabilities of the Resulting Company from September 30, 2024 through the Valuation Date. As a result, the adjusted net asset value of the Resulting Company as of September 30, 2024 is accepted as a reasonable proxy for the value via the asset approach as of the Valuation Date.

Further, the Resulting Company primarily incurred the capital expenditures for the construction of its fixed assets during the past 2.5 years. Accordingly, no adjustment was made to the book values of plant, property and equipment and their book values have been accepted as reasonable proxies for their values as of the Valuation Date to calculate the value via the asset approach.

- Income Approach: Given the operating nature of business of Resco and based on the multi-year projections provided by the Management, we calculated the relative value of Resco via the income approach using the discounted cash flow method.

  The financial statements of Resco as of and for the six-month period ended September 30, 2024 were provided by the Management. According to the Management, there is no significant change in the business and financial position of Resco from September 30, 2024 through the Valuation Date. As a result, to determine the relative value of equity shares of the Resulting Company, the balance sheets and list of assets/liabilities as of September 30, 2024 have been accepted as reasonable proxies for the financial position and list of assets/liabilities as of the Valuation Date.

- Market Approach: As previously discussed, in September 2024, Resco raised an additional capital in the amount of INR 350.05 crores from high-net-worth individuals and institutional investors through the fresh issuance of 1,31,10,468 equity shares at an issue price of INR 267 per share. As this transaction occurred near to the Valuation Date, we have used the issue price as the benchmark for the relative value via the market approach.

As Resco is continuing as a going concern, the intrinsic value derived from the company's operations, growth potential, or future earnings typically holds more significance in determining its overall valuation. Further, indicated value per equity share of Resco calculated via both the income approach and the market approach confirm one another. Accordingly, we assigned equal weighting to income approach and market approach to compute the weighted average relative value per equity share of Resco as of the Valuation Date. As previously explained, we did not assign any weighting to the indicated value calculated via the asset approach.

(2) Power Evacuation Business of Inox Green:

- Asset Approach: As previously discussed, in the current analysis, the demerger of the Demerged Undertaking into the Resco is proceeded with one assumption that they would continue as going concern and an actual realization of the operating assets is not contemplated. In a going concern scenario, the earning power, as reflected under the income/market approach, is of greater importance to the basis of restructuring, with the values arrived at on the net asset basis being of limited relevance. While we calculated the indicated value of the Demerged Undertaking under the asset approach, we have considered it appropriate not to assign any weighting to the asset approach for valuation of the Demerged Undertaking.

  The adjusted net asset value has been computed based on the carved-out balance sheet of the Demerged Undertaking as of September 30, 2024. According to the Management, there are no material changes in the financial position and list of assets or liabilities of the Demerged Undertaking from September 30, 2024 through the Valuation Date. As a result, the adjusted net asset value of the Demerged Undertaking as of September 30, 2024 is accepted as a reasonable proxy for the value via the asset approach as of the Valuation Date.

  The value of plant, property and equipment is considered based on the Tangible Asset Valuation Report issued by RS Valuation Services Private Limited, Registered Valuer for tangible asset. As a part of our valuation, we also reviewed the above-stated valuation report of tangible asset. This review involved an examination of the methodology and valuation approach adopted along with compliance with valuation standards. Additionally, the valuer's qualifications, experience, and adherence to regulatory requirements were assessed to ensure appropriateness of the valuation.

- Income Approach: Given the nature of business of the Demerged Undertaking and based on the multi-year projections provided by the Management, we calculated the relative value of the Demerged Undertaking via the income approach using the discounted cash flow method. The equity value of the Demerged Undertaking was divided by the total number of equity shares of Inox Green (on a fully diluted basis including the conversion of convertible warrants into equity shares) to arrive at the equity value per share for the Demerged Undertaking.

  The carved out financial statements of Power Evacuation Business of Inox Green as of and for the six-month period ended September 30, 2024 was provided by the Management. According to the Management, there is no significant change in the business and financial position of the Demerged Undertaking from September 30, 2024 through the Valuation Date. As a result, to determine the relative value of equity shares of the Demerged Undertaking, the balance sheets and list of assets/liabilities as of

September 30, 2024 have been accepted as reasonable proxies for the financial position and list of assets/liabilities as of the Valuation Date.

- Market Approach: As of the Valuation Date, Inox Green is listed on BSE and NSE. The Demerged Undertaking is a part of Inox Green. However, the market price of Inox Green cannot be directly used to determine the value per share of the Demerged Undertaking. Additionally, we were not able to identify any directly comparable transactions/companies for the Demerged Undertaking. Accordingly, we did not apply the market approach to compute the relative value of the equity shares of the Demerged Undertaking.

Given the Demerged Undertaking has continuing operations, the intrinsic value derived from the company's operations or future earnings holds more significance in determining its overall valuation. Accordingly, we assigned 100% weighting to income approach to compute the weighted average relative value per equity share of the Demerged Undertaking as of the Valuation Date. As previously explained, we did not assign any weighting to the indicated value calculated via the asset approach.