

Dewan P N Chopra & Co

Chartered Accountants

Windsor Grand, 15th Floor, Plot No. 1C, Sector-126, Noida-201303, U.P., India

Phones : +91-120-6456999, E-mail: dpnc@dpncindia.com

DPNC-SD-122-2024-25

Independent Auditor's Certificate

Independent Auditor's Certificate on the proposed accounting treatment contained in the Draft Scheme of Arrangement of Inox Green Energy Services Limited with Resco Global Wind Services Limited and their respective shareholders under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

1. This certificate is issued in accordance with request from Inox Green Energy Services Limited (earlier Known as Inox Wind Infrastructure Services Limited), (hereinafter referred to as the "Company") having its registered office at Survey No. 1837 & 1834 At Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara Gujarat-390007
2. We M/s. Dewan P.N. Chopra & Co., Chartered Accountants, the Statutory Auditors of Inox Green Energy Services Limited (the "Company" or "Demerged Company") have examined the proposed accounting treatments specified in clause 8 of Part-2 of the Draft Scheme of Arrangement ("Draft Scheme") involving the demerger of Power Evacuation Business Undertaking of the company to Resco Global Wind Services Limited and their respective Shareholders (herein referred as the "Draft Scheme") under section 230 to 232 read with other applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder, with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Act and other Generally Accepted Accounting Principles.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme and compliance with relevant laws and regulations, including applicable Indian Accounting Standards as aforesaid, and other generally accepted accounting principles as aforesaid, is that of the boards of directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

4. Our responsibility is to examine and report whether the proposed accounting treatment specified in clause 8 of Part-2 of the Draft Scheme complies with the applicable Indian Accounting Standards notified under Section 133 of the Act read the rules made thereunder and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We conducted our examination of the accounting treatment

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specified in clause 8 of Part-2 of the Draft Scheme as reproduced in Annexure 1 to the certificate in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

6. Based on our examination and according to the information and explanations given to us, we hereby confirm that the proposed accounting treatment in the books of Demerged Company specified in clause 8 of Part-2 of the Draft Scheme is in compliance with all the applicable Indian Accounting Standards prescribed under Section 133 of the Act read with rules thereunder and the same is duly authenticated by the Company as reproduced in Annexure 1 of the Certificate.

Restriction on Use

7. This certificate is issued at the request of the Company pursuant to the requirement under Companies Act 2013 along with related rules for onward submission to BSE Limited and National Stock Exchange of India Limited, SEBI and NCLT. This certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Dewan P.N. Chopra & Co.
Chartered Accountants
Firm Registration No.: 000472N

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SANDEEP by SANDEEP
DAHIYA
DAHIYA Date: 2024.11.13
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(Sandeep Dahiya)
Partner
Membership No: 505371
UDIN: 24505371BKAPYO6028
Place: Noida
Date: 13th November 2024

Annexure I

Extract of Part 2 of the Draft Scheme of Power Evacuation business undertaking of Inox Green Energy Services Limited ("Demerged Company") to the Resco Global Wind Services Limited ("Resulting Company") in terms of the provisions of Section 230 to 232 of the Companies Act, 2013

8. ACCOUNTING TREATMENT

8.1 Treatment in the books of the Demerged Company

On the Scheme becoming effective and with effect from the Appointed Date, the Demerged Company shall account for demerger of the Demerged Undertaking in its books as under:

- (a) All the assets, liabilities and reserves of the Demerged Company pertaining to the Demerged Undertaking, being transferred to the Resulting Company, shall be reduced from the books of accounts of the Demerged Company at their respective carrying values.
- (b) The excess/ deficit of the net assets of the Demerged Undertaking standing in the books of accounts of the Demerged Company and transferred to the Resulting Company on the Appointed Date and subject to Expenses of Demerger of Demerged Undertaking as referred in Clause 18 of Part-2 of the Draft Scheme, shall be recorded in accordance with applicable Indian Accounting Standards ("Ind AS") notified under section 133 of the Act.

**For and on behalf of the Board of Directors
Inox Green Energy Services Limited**

Anup
Kumar
Jain

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by Anup Kumar
Jain
Date: 2024.11.13
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**Anup Kumar Jain
Company Secretary**

Date: 13th November 2024
Place: Noida

An **INOXGFL** Group Company

Registered Office : Survey No. 1837 & 1834, At Moje Jetalpur, ABS Tower, 2nd Floor, Old Padra Road, Vadodara-390 007, Gujarat, INDIA
Tel : +91-265-6198111 / 2330057, Fax : +91-265-2310312

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Dewan P N Chopra & Co

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DPNC-SD-123-2024-25

Independent Auditor's Certificate

Independent Auditor's Certificate on the proposed accounting treatment contained in the Draft Scheme of Arrangement of Inox Green Energy Services Limited with Resco Global Wind Services Limited and their respective shareholders under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

1. This certificate is issued in accordance with request from Resco Global Wind Services Limited (hereinafter referred to as the "Company") having its registered office 301, ABS Tower, Old Padra Road, Vadodara, Gujarat - 390007.
2. We M/s. Dewan P.N. Chopra & Co., Chartered Accountants, the Statutory Auditors of Resco Global Wind Services Limited (the "Company" or "Resulting Company") have examined the proposed accounting treatments specified in clause 8 of Part-2 of the Draft Scheme of Arrangement ("Draft Scheme") involving the demerger of Power Evacuation Business Undertaking of Inox Green Energy services Limited to the Company and their respective Shareholders (herein referred as the "Draft Scheme") under section 230 to 232 read with other applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder, with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Act and other Generally Accepted Accounting Principles.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme and compliance with relevant laws and regulations, including applicable Indian Accounting Standards as aforesaid, and other generally accepted accounting principles as aforesaid, is that of the boards of directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

4. Our responsibility is to examine and report whether the proposed accounting treatment specified in clause 8 of Part-2 of the Draft Scheme complies with the applicable Indian Accounting Standards notified under Section 133 of the Act read the rules made thereunder and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We conducted our examination of the accounting treatment specified in clause 8 of Part-2 of the Draft Scheme as reproduced in Annexure 1 to the certificate in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered

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Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

6. Based on our examination and according to the information and explanations given to us, we hereby confirm that the proposed accounting treatment in the books of Resulting Company specified in clause 8 of Part-2 of the Draft Scheme is in compliance with all the applicable Indian Accounting Standards prescribed under Section 133 of the Act read with rules thereunder and the same is duly authenticated by the Company as reproduced in Annexure 1 of the Certificate.

Restriction on Use

7. This certificate is issued at the request of the Company pursuant to the requirement under Companies Act 2013 along with related rules for onward submission to BSE Limited and National Stock Exchange of India Limited, SEBI and NCLT. This certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Dewan P.N. Chopra & Co.
Chartered Accountants
Firm Registration No.: 000472N

SANDEEP Digitally signed by
SANDEEP DAHIYA
DAHIYA Date: 2024.11.13
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(Sandeep Dahiya)
Partner
Membership No: 505371
UDIN: 24505371BKAPYP6430
Place: Noida
Date: 13th November 2024

RESCO GLOBAL WIND SERVICES LIMITED

(formerly known as Resco Global Wind Services Private Limited)

Annexure I

Extract of Part 2 of the Draft Scheme of Demerger of Power Evacuation business undertaking of Inox Green Energy Services Limited ("Demerged Company") to the Resco Global Wind Services Limited ("Resulting Company") in terms of the provisions of Section 230 to 232 of the Companies Act, 2013

8. ACCOUNTING TREATMENT

8.2 Treatment in the books of the Resulting Company

On the Scheme becoming effective and with effect from the Appointed Date, the Resulting Company shall account for demerger of the Demerged Undertaking in its books as under:

- (a) Demerger of Demerged Undertaking of the Demerged Company into Resulting Company shall be accounted for in the books of accounts of the Resulting Company in accordance with Ind AS notified under section 133 of the Act.
- (b) The Resulting Company shall record the assets, liabilities and reserves pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their respective book values thereof appearing in the books of accounts of the Demerged Company as on the Appointed Date.
- (c) The identity of the reserves shall be preserved, and they shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company.
- (d) The inter-corporate balances, if any, between the Resulting Company and the Demerged Undertaking of the Demerged Company shall be eliminated.
- (e) The face value of equity shares issued by the Resulting Company pursuant to Clause 7 shall be credited to the Equity Share Capital Account of the Resulting Company.
- (f) The surplus/ deficit, if any, arising after taking the effect of Clause 8.2(b), Clause 8.2(c), Clause 8.2 (d) and Clause 8.2 (e) shall be transferred to "Capital Reserve" in the books of the Resulting Company in accordance with the accounting principles prescribed under Appendix C of Ind AS 103 (Business combinations of entities under common control).
- (g) In case of any difference in the accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the capital reserve, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.

An **INOXGFL** Group Company



RESCO GLOBAL WIND SERVICES LIMITED, Registered Office Address: 301, ABS Tower, Old Padra Road, Vadodara – 390 007, Gujarat, India; e-mail: investors.iwl@inoxwind.com; Contact No.: 0265-6198111; 0120-6149600 CIN: U40106GJ2020PLC112187

- (h) Notwithstanding the above, the Board of the Resulting Company, in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Resulting Company.

**For and on behalf of the Board of Directors
Resco Global Wind Services Limited**

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**Heera Lal
Company Secretary**

**Date: 13th November 2024
Place: Noida**

Dewan P N Chopra & Co

Chartered Accountants

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DPNC-SD-124-2024-25

To,
The Board of Directors,
Resco Global Wind Services Limited
301, ABS Tower, Old Padra Road,
Vadodara, Gujarat - 390007.

Independent Auditor's Certificate on the payment and repayment capability of Resco Global Wind Services Limited (the "Company" or "Resultant Company") and on the proposed accounting treatment contained in the Draft Scheme of Arrangement of Inox Green Energy Services Limited with the Company and their respective shareholders under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

1. We M/s. Dewan P.N. Chopra & Co., Chartered Accountants, the Statutory Auditors of the Company, inter alia, have been requested by the Company, to certify the following for the purpose of onward submission to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), the Securities and Exchange Board of India ("SEBI"), the National Company Law Tribunal ("NCLT") and such other authorities as may be required for obtaining approval to and implement the Draft Scheme:
 - i. The Resulting company is capable of payment of interest and repayment of principal of listed Non-Convertible Debentures ("NCDs") which are outstanding and due as on October 31, 2024 are as follows:

Debenture name	Value of Debentures (in Rs.)	Date of Allotment	Date of Principal Repayment	Amount of Principal Repayment	Date of Interest Payable	Interest Payable (in Rs.)
Credit Suisse	1,00,00,00,000	12-09-2023	11-03-2025	1,00,00,00,000	31-12-2024	2,51,36,612
					11-03-2025	1,91,78,082
HDFC	1,50,00,00,000	23-03-2023	21-03-2025	50,00,00,000	21-03-2025	8,04,04,110
			19-09-2025	50,00,00,000	19-09-2025	5,36,02,740
			20-03-2026	50,00,00,000	20-03-2026	2,68,01,370
JM Finance (Tranche 2)	50,00,00,000	03-05-2023	06-11-2024	25,00,00,000	31-12-2024	88,35,616
			06-05-2025	25,00,00,000	31-03-2025	61,64,384
					06-05-2025	24,65,753
JM Finance (Tranche 1)	25,00,00,000	28-03-2023	31-03-2025	25,00,00,000	31-12-2024	63,01,370
					31-03-2025	61,64,384

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- ii. The Proposed accounting treatment specified in clause 8 of Part 2 of the Draft Scheme of Power Evacuation business undertaking of Inox Green Energy Services Limited ("Demerged Company") and the Resco Global Wind Services Limited ("Resulting Company") and their respective Shareholders (herein referred to as the "Draft Scheme") under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder, with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Act, read with the rules made thereunder and other Generally Accepted Accounting Principles.

Management's Responsibility

2. The responsibility for the preparation of the Draft Scheme and compliance with relevant laws and regulations, including applicable Accounting Standards as aforesaid, is that of the boards of directors of the Companies involved in the Draft Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. Further, the management of the Resultant Company is responsible for complying with the terms and conditions agreed with the debenture holders with respect to payment of interest and repayment of principal of NCDs.

Auditor's Responsibility

3. Our responsibility is to examine and provide reasonable assurance whether:
 - i. The Resulting Company is capable of payment of interest and repayment of principal of NCDs; and
 - ii. The proposed accounting treatment specified in clause 8 of Part 2 of the Draft Scheme is in compliance with the Indian Accounting Standards notified under Section 133 of the Act, read with the rules made thereunder and other Generally Accepted Accounting Principles.

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

4. We conducted our examination on test check basis in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
5. This certificate is issued on the basis of the following documents furnished by the company to us:
 - a) Copy of the Draft Scheme of the demerger
 - b) Projected cashflow workings; and
 - c) Written representation from the Management in this regard.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

7. Based on our examination as above, and according to the information and explanations given to us, we certify the following:
- (i) Based on the information and explanations provided to us, the anticipated realization dates of financial assets, the scheduled payments of financial liabilities, our understanding of the management's plans, we have not identified anything that would suggest material uncertainty as on the certificate date regarding the company's ability to meet its liabilities w.r.t NCDs and interest thereon as they fall due. However, we emphasize that this statement does not serve as a guarantee of the company's future viability. Our conclusion is based solely on facts and circumstances as of the certification date.
 - (ii) The proposed accounting treatment in the books of Resultant Company specified in clause 8 of Part 2 of the draft scheme is in compliance with Companies Act 2013 along with related rules and the applicable Indian accounting standards prescribed under Section 133 of the Act read with rules made thereunder. The specified accounting treatment in clause 8 of Part 2 of the draft scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialled by us only for the purposes of identification.

Restriction on Use

8. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose given in paragraph 1 above and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Dewan P.N. Chopra & Co.
Chartered Accountants

Firm Registration No.: 000472N

SANDEEP
DAHIYA

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SANDEEP DAHIYA
Date: 2024.11.13
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(Sandeep Dahiya)

Partner

Membership No: 505371

UDIN: 24505371BKAPYQ4065

Place: Noida

Date: 13th November 2024

RESCO GLOBAL WIND SERVICES LIMITED

(formerly known as Resco Global Wind Services Private Limited)

Annexure I

Extract of Part 2 of the Draft Scheme of Demerger of Power Evacuation business undertaking of Inox Green Energy Services Limited ("Demerged Company") to the Resco Global Wind Services Limited ("Resultant Company") in terms of the provisions of Section 230 to 232 of the Companies Act, 2013

8. ACCOUNTING TREATMENT

8.2 Treatment in the books of the Resulting Company

On the Scheme becoming effective and with effect from the Appointed Date, the Resulting Company shall account for demerger of the Demerged Undertaking in its books as under:

- (a) Demerger of Demerged Undertaking of the Demerged Company into Resulting Company shall be accounted for in the books of accounts of the Resulting Company in accordance with Ind AS notified under section 133 of the Act.
- (b) The Resulting Company shall record the assets, liabilities and reserves pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their respective book values thereof appearing in the books of accounts of the Demerged Company as on the Appointed Date.
- (c) The identity of the reserves shall be preserved, and they shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company.
- (d) The inter-corporate balances, if any, between the Resulting Company and the Demerged Undertaking of the Demerged Company shall be eliminated.
- (e) The face value of equity shares issued by the Resulting Company pursuant to Clause 7 shall be credited to the Equity Share Capital Account of the Resulting Company.
- (f) The surplus/ deficit, if any, arising after taking the effect of Clause 8.2(b), Clause 8.2(c), Clause 8.2 (d) and Clause 8.2 (e) shall be transferred to "Capital Reserve" in the books of the Resulting Company in accordance with the accounting principles prescribed under Appendix C of Ind AS 103 (Business combinations of entities under common control).
- (g) In case of any difference in the accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the capital reserve, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.

An **INOXGFL** Group Company



RESCO GLOBAL WIND SERVICES LIMITED, Registered Office Address: 301, ABS Tower, Old Padra Road, Vadodara – 390 007, Gujarat, India; e-mail: investors.iwl@inoxwind.com; Contact No.: 0265-6198111; 0120-6149600 CIN: U40106GJ2020PLC112187

- (h) Notwithstanding the above, the Board of the Resulting Company, in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Resulting Company.

**For and on behalf of the Board of Directors
Resco Global Wind Services Limited**

HEER Digitally signed
by HEERA LAL
Date:
2024.11.13
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**Heera Lal
Company Secretary**

**Date: 13th November 2024
Place: Noida**

