

To,
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400 001
Security code: 543667

16th May, 2025

Dear Sir/Madam,

Sub: Submission of additional clarifications, as per the emails received on 9th May and 13th May, 2025

This is in reference to the emails received by us on 9th May and 13th May, 2025 seeking certain additional clarifications in relation to our application for the draft scheme of arrangement ("**Scheme**") under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). In this connection, please find below our responses:

Query 1:

Is the Debt to Equity and Interest Coverage ratio data provided based on financial statement or books of account?

Response:

Ratios have been provided on the basis of Limited Reviewed financial statements for the period ended as on September 30, 2024.

Query 2:

Also, from the attached submission, it is observed that there is 43% reduction in debt for IRSL post demerger. However, there is no change in interest expenses. Please provide explanation for the same.

Response:

The observed 43% reduction in debt for Inox Renewable Solutions Limited (IRSL) post-demerger is primarily attributable to the elimination of Inter-Corporate Deposits (ICDs) amounting to Rs. 24,999.27 lakhs, which were extended by Inox Green Energy Services Limited (IGESL) to IRSL as on September 30, 2024. As per the Scheme of Arrangement between IGESL and IRSL, this ICD will be eliminated post-demerger. However, the interest expense in the books of IRSL related to this ICD was already accounted for and charged to the profit and loss account up to September 30, 2024. Therefore, despite the reduction in debt, post approval and consummation to the scheme of arrangement, there is no corresponding change in the interest expense reported for the period.



An **INOXGFL** Group Company
BEYOND INFINITY

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Query 3:

Please refer to clause 7.2 of the draft scheme. Explain the rationale behind substituting the existing share warrants of the Demerged company with the issue price of Rs. 145/- with share warrants of Rs. 120/-

Response:

According to the board resolution dated August 2, 2024, Inox Green issued 4,48,27,582 convertible warrants at an issue price of INR 145 per warrant, each carrying the right to subscribe to one equity share.

Following the consummation of the proposed scheme of arrangement between Inox Green and Resco (name changed to Inox Renewable Solutions Limited (IRSL)), the equity shareholders of Inox Green will receive 122 equity shares of Resco for every 1,000 equity shares held in Inox Green. This scheme of arrangement was approved by the board on November 13, 2024.

At the time of warrant issuance by Inox Green, the Power Evacuation Business (Demerged Undertaking) formed part of the Inox Green. Accordingly, as of the date of approval of the board to the scheme of arrangement, outstanding warrant holders were also entitled to receive the associated risks and returns of the Demerged Undertaking. Therefore, the issue price of these outstanding warrants has been apportioned between the Demerged Undertaking and the residual Inox Green.

As explained in detail in the valuation report issued by Finvox Analytics dated November 13, 2024, Inox Green had 4,20,68,962 outstanding warrants having issue price of INR 145 per warrant as of the Valuation Date. These warrants have a right to convert into equity shares using the conversion ratio of 1:1 within a period of eighteen months from the allotment date.

Pursuant to the demerger, based on the proposed Share Entitlement Ratio, the outstanding convertible warrants holders in Inox Green will also be entitled to receive convertible warrants in Resco with similar terms subject to change in the issue price. Based on the value per share of Inox Green (as a whole) and the Demerged Undertaking, the issue price of the outstanding convertible warrants has been allocated between the Demerged Undertaking and the residual Inox Green.

For the limited purpose to split the issue price of the outstanding convertible warrants, the value per share of Inox Green (as a whole) is calculated using the formula stated in Section 164(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR Regulations").

Using the values per share of Inox Green (as a whole) and the Demerged Undertaking, the allocation of issue price per convertible warrant is presented in Exhibit below.

Inox Green Energy Services Limited
Resco Global Wind Services Limited
Allocation of Issue Price of Convertible Warrants

Pre-Demerger Issue Price Per Convertible Warrant (INR)	[A]	145.00
Value Per Equity Share of Inox Green (as a whole) (INR)	[B]	190.75
Value Per Equity Share of the Demerged Undertaking (INR)	[C]	32.50
Proportion of Issue Price Per Convertible Warrant allocable to the Demerged Undertaking (Rounded)	[D = C / B]	17.0%
Proportion of Issue Price Per Convertible Warrant allocable to the residual Inox Green (Rounded)	[E = 1 - D]	83.0%
Issue Price Per Convertible Warrant allocable to the Demerged Undertaking (INR) (Rounded)	[F = A x D]	25.00
Issue Price Per Convertible Warrant allocated to the residual Inox Green (INR)	[G = A - F]	120.00

Amr



Based on the issue price per convertible warrant allocable to the Demerged Undertaking, the calculation for the issue price per convertible warrant to be issued in Resco, taking into consideration the Share Entitlement Ratio, is presented in Exhibit as follows. Since the convertible warrants are convertible into equity shares in the ratio of 1:1, the Share Entitlement Ratio proposed for the equity shares will also be applicable to the convertible warrants.

Inox Green Energy Services Limited

Resco Global Wind Services Limited

*Computation of Issue Price and Number of Outstanding Convertible Warrants
to be issued by Resco*

<i>Prior to Conclusion of Scheme of Arrangement</i>		
Number of Convertible Warrants Outstanding	[A]	42,068,962
Allocated Issue Price (INR Per Convertible Warrant)	[B]	25.00
Aggregate Cash Consideration (INR)	[C = A x B]	1,051,724,050
<i>Post Conclusion of Scheme of Arrangement</i>		
Aggregate Cash Consideration (INR)	[D = C]	1,051,724,050
Share Entitlement Ratio for Scheme of Arrangement (See Exhibit 1)	[E]	0.122
Number of Convertible Warrants Outstanding in Resco Post Conclusion of Scheme of Arrangement	[F = A x E]	5,132,414
Issue Price in Resco Post Conclusion of Scheme of Arrangement (INR Per Convertible Warrant) (Rounded)	[G = D / F]	205.0

Thanking you,

Yours faithfully,

For **Inox Green Energy Services Limited**

Anup Kumar Jain
Anup Kumar Jain
Company Secretary

