

RESCO GLOBAL WIND SERVICES LIMITED

(formerly known as Resco Global Wind Services Private Limited)

2nd December, 2024

To,
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

Security code: 974705 & 975071

Sub: Application for approval under Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) for the proposed Scheme of Arrangement between Inox Green Energy Services Limited (“Demerged Company” or “Inox Green”) and Resco Global Wind Services Limited (“Resulting Company” or “Resco” or “Company”) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“Scheme”)

Dear Sir/ Madam,

This with reference to our letter dated November 13, 2024, informing you of the outcome of the meeting of the Board of Directors of Resco Global Wind Services Limited (“Company”), wherein the Board of Directors of the Company had, *inter alia*, approved the draft Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Mentioned below are the documents submitted for approval under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Scheme.

S No.	List of Documents/ details submitted	Annexure /Remarks
1.	Certified true copy of the resolution passed by the Board of Directors of the Company approving the Scheme including report from the Board of Directors of the listed entity recommending the draft Scheme, taking into consideration, inter-alia, the Valuation Report and ensuring that the scheme is not detrimental to the holders of the NCDs/ NCRPS. This report shall also comment on the following: <ol style="list-style-type: none">1. Impact of the Scheme on the holders of NCDs/ NCRPS.2. Safeguards for the protection of holders of NCDs/ NCRPS3. Exit offer to the dissenting holders of NCDs/ NCRPS, if any	Annexure-1
2.	Report from the Board of Directors of the listed entity recommending the draft scheme, taking into consideration, inter-alia, the Valuation Report and ensuring that the Scheme is not detrimental to the holders of the NCDs/ NCRPS. This report shall also comment on the following: <ol style="list-style-type: none">1. Impact of the scheme on the holders of NCDs/ NCRPS.2. Safeguards for the protection of holders of NCDs/ NCRPS3. Exit offer to the dissenting holders of NCDs/ NCRPS, if any	Annexure-2

An **INOXGFL** Group Company



3.	Certified copy of the draft Scheme of Arrangement, etc. proposed to be filed before the NCLT.	Annexure-3
4.	Present and expected structure of NCDs/ NCRPS	Annexure-4
5.	Valuation Report from Registered Valuer, as applicable, as per Para (5) of Part I of SEBI Circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/156 dated November 17, 2022 ["SEBI Circular"].	Annexure-5
6.	Confirmation from the listed entity signed by Company Secretary/ Compliance Officer stating that: (a) No material event impacting the valuation has occurred during the intervening period of filing the Scheme documents with Stock Exchange and period under consideration for valuation. (b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme (c) Declaration/ Details as to whether the listed entity or any of its promoters or directors is a willful defaulter.	Annexure-6
7.	Fairness opinion on valuation of assets done by a registered valuer for the entities involved in the Scheme of Arrangement from a SEBI registered Merchant Banker as per Para (A)(2)(c) of Part I of SEBI Circular.	Annexure-7
8.	Pre and Post Amalgamation/ Arrangement number of Debenture Holders and Debenture holding pattern in all the companies	Annexure-8
9.	Audited Financials of the transferor /resulting and transferor /demerged companies for the last 3 Financial Years (financials not being more than 6 months old of unlisted Company).	Annexure-9
10.	Annual Report for the last 3 Financial Years for all unlisted companies involved in the scheme.	Annexure-10
11.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(6) of Part I of SEBI Circular. Provided that in case of Companies where the regulatory authorities of the respective sector have prescribed norms for accounting treatment of items in the Financial Statements contained in the scheme, the requirements of such regulatory authorities shall prevail. Please confirm the applicability of the same. Please provide Auditor's Certificate as per Chapter XII of operational circular dated July 29, 2022 (updated as on December 01, 2022) certifying: a. the payment/ repayment capability of the resultant entity b. accounting treatment contained in the scheme is in compliance with all the Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013. c. Compliance with prescribed norms for accounting treatment of items in the financial statements contained in the scheme Companies where the regulatory authorities of the respective sector have prescribed any.	Annexure-11 & 12 No regulatory authority has prescribed norms for accounting treatment of items in the Financial Statements contained in the Scheme.
12.	Detailed Compliance Report as per the format specified in Annexure V of SEBI Circular duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(g) of Part I of SEBI Circular.	Annexure-13



13.	Complaint Report as per Annexure III of SEBI Circular	The Company shall file the Complaint report within 7 days of expiry of 21 days
14.	The listed entities shall confirm that it shall provide the facility for e-voting after the disclosure of all material facts in the notice to the NCDs/NCRPS holders including No-Objection Letter of the Exchange.	Annexure -14
15.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	BSE Limited. Refer Annexure-15
16.	Brief details of the transferee/resulting and transferor/demerged companies.	Annexure-16
17.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies	Annexure-17
18.	Confirmation by the Managing Director / Company Secretary	Annexure-18
19.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	Annexure-19
20.	If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure IV of SEBI circular	Annexure-20
21.	Processing fee (non-refundable) will be payable to BSE Processing fee (non-refundable) payable to SEBI	Annexure-21
22.	NOC/Clearance from the respective sectorial regulators, if any sectorial regulators approval is applicable to the any of the Company involved in the scheme. Also confirm status of the approval. If not applicable, the Company is requested to provide an undertaking confirming the same	No NoC/ Clearance from any sectorial regulator will be required for both companies involved in the Scheme. Refer Annexure -22
23.	No Objection Certificate (NOC) from the Debenture Trustee(s). Provided that if such NOC is obtained from a debenture trustee, then such NOC shall be submitted before the receipt of the No-Objection Letter from Stock Exchange in terms of proposed new Regulations 59A of the Listing Regulations	Annexure-23
24.	Undertaking from the Company that Registered Valuer in charge of valuation and the SEBI registered merchant banker providing fairness opinion are independent parties.	Annexure-24
25.	Undertaking from the Company that unlisted entity involved in the Scheme, shall submit an abridged prospectus in the format as provided in Part B of Schedule I of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, in the notice or proposal to be sent to the holders of NCDs while seeking their approval for the Scheme in connection with the creditors meeting to be held in accordance with the directions issued by NCLT and disclosure shall be certified by a SEBI Registered Merchant Banker after adequate due diligence.	Annexure-25
26.	Kindly provide additional documents and undertakings	Annexure-26



27.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Heera Lal Company Secretary +91-9910905975 heera.lal @inoxwind.com
-----	---	--

We request you to kindly peruse all the aforementioned documents and provide your observation/ no-objection letter at the earliest.

For **Resco Global Wind Services Limited**


Heera Lal
Company Secretary



Encls: As above