

# RESCO GLOBAL WIND SERVICES LIMITED

(formerly known as Resco Global Wind Services Private Limited)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF RESCO GLOBAL WIND SERVICES LIMITED HELD ON 13<sup>th</sup> NOVEMBER, 2024**

**APPROVAL OF THE SCHEME OF ARRANGEMENT BETWEEN INOX GREEN ENERGY SERVICES LIMITED ("IGESL" or "DEMERGED COMPANY") AND RESCO GLOBAL WIND SERVICES LIMITED ("RESCO" or "RESULTING COMPANY" or "THE COMPANY")**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the rules and regulations made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or any amendments thereto or any substitutions or any re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the necessary approvals/consents/sanctions and permissions of the Shareholders and/or Creditors of the Company, if and to the extent required, and subject to the sanction of the National Company Law Tribunal (the "NCLT/ Tribunal"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, the consent of the Board of Directors of the Company (the "Board") be and is hereby accorded to the Scheme of Arrangement between Inox Green Energy Services Limited ("IGESL" or "Demerged Company") and the Company and their respective Shareholders/Creditors (the "Scheme") as defined in the Scheme, in the present form or with such alterations/modifications as may be approved or imposed or directed by the Tribunal as per the terms and conditions mentioned in the Scheme placed before the Board and initialled by the Chairman for the purpose of identification."

**"RESOLVED FURTHER THAT** the Valuation Report/Share Swap Ratio Report dated 13<sup>th</sup> November, 2024, submitted by M/s Finvox Analytics, Registered valuer (Reg No. IBBI/RV-E/06/2020/120), Fairness Opinion dated 13<sup>th</sup> November, 2024, submitted by M/s Marwadi Chandarana Intermediaries Brokers Private Limited, SEBI Registered Category-I Merchant Banker (SEBI Registration no. INM000013165) and certificates from Statutory Auditors of the Company inter-alia regarding the accounting treatment stated in the Scheme are placed before the Board, be and are hereby considered, noted and accepted."

**"RESOLVED FURTHER THAT** unless not required or dispensed with by the NCLT, as the case may be, NCLT convened meeting of the Creditors and/ or Members of the Company be convened in terms of the directions as may be issued by the NCLT."

**"RESOLVED FURTHER THAT** in consideration for demerger of demerged undertaking of the Demerged Company into the Company, the following Swap Ratio recommended by M/s Finvox Analytics, Registered valuer (Reg no. IBBI/RV-E/06/2020/120) be and is hereby approved:

- "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".

**"RESOLVED FURTHER THAT** aforesaid Swap Ratio would be suitably adjusted for bonus issue, rights issue, preferential issue, split of shares, consolidation of shares, buyback, capital reduction, conversion of loan, preference shares or share warrants into equity shares, issuance of convertible

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**



securities and any other change in the paid-up share capital (whether equity or preference), in accordance with applicable provisions of the Act.”

“**RESOLVED FURTHER THAT** the necessary applications with regard to the above be made to government, judicial, quasi-judicial and other statutory authorities or any regulatory authority or any other body or agency, in relation to seeking relevant regulatory approvals or sanctions to the Scheme and any other approvals required in connection with the Scheme.”

“**RESOLVED FURTHER THAT** Shri Nitesh Kumar, Whole time Director, Shri Mukesh Manglik, Director of the Company, Shri Heera Lal, Company Secretary of the Company, Shri Shivam Tandon, Shri Sajal Singh, Shri Deepak Banga, Shri Anup Kumar Jain Authorised Signatories of the Company (hereinafter refer to as Authorised Persons of the Company) be and are hereby severally authorised to sign all documentation and further to take all actions as may be necessary under Act (including statutory modification(s) or re-enactment thereof for the time being in force), the applicable rules thereunder, and any other legislation, to implement the aforesaid Scheme of Arrangement and in particular:

- i. to make application along with Scheme and other relevant information/ documents with the concerned regulatory authorities (including SEBI and Stock Exchanges), shareholders, creditors, lenders or any other person or authority to obtain prior approval/ consent to the Scheme including but not limited to any other statutory body;
- ii. to verify, sign and file applications, petitions, pleadings, affidavits, vakalatnama and other relevant documents to the jurisdictional NCLT, or any other statutory authorities for seeking directions to dispense with the requirement of holding meeting(s) of equity shareholders / debenture holders/ secured creditors/ unsecured creditors of the Company or take necessary steps to convene such meetings if not dispensed with, and for obtaining the sanction of the jurisdictional NCLT, to the Scheme;
- iii. to sign and issue advertisements/ notices to the stakeholders or any other person as per the directions of the jurisdictional NCLT;
- iv. to make such alterations and changes and/ or modifications in the aforesaid applications/ petitions, Scheme or any other documents as may be expedient and necessary for satisfying the requirements and conditions imposed, if any, by the jurisdictional NCLT, or any statutory authority, or for the purpose of meeting the commercial objectives of the Company, or to communicate/ correspond with stakeholders including banks, local authorities, etc. and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- v. to engage lawyers, chartered accountants or any other consultants in connection with implementation of Scheme;
- vi. to obtain the certified copy of order passed by the jurisdictional NCLT, and file the same with the concerned Registrar of Companies, respective offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;
- vii. to make representation before the jurisdictional NCLT, any regulatory and statutory authorities including but not limited to Central or State Government, Regional Director, Official Liquidator, Registrar of Companies, SEBI/ Stock Exchanges, Income tax department, GST department, Competition Commission of India in connection with proposed Scheme and filing any letter, replies, documents or papers for and behalf of the Company;
- viii. to authorize officers of the Company and to do all such acts, deeds, matters and things as may be necessary, proper and expedient for effectuating and implementing the Scheme, including any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to the resolution or any other document that may then be deemed fit and to authorize/



sub-delegate any of the aforementioned authorities in connection with Scheme to another person/ lawyer/ consultant;

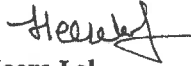
- ix. to represent the Company before any Competent Authority or other regulatory authorities including Central or State Government, Income tax department, GST department, Official Liquidator, Regional Director, Registrar of Companies, Government of India, SEBI/ Stock Exchanges, Competition Commission of India and before all Courts of law or NCLT for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions, affidavits and letters, to finalize and execute all necessary applications/documents/papers for and behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid."

**"RESOLVED FURTHER THAT** IRSL Committee of the Board of Directors for Operations of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required, from time to time, in connection with the above matters."

**"RESOLVED FURTHER THAT** BSE Limited be and is hereby appointed as Designated Stock Exchange for the purpose of co-ordinating with SEBI in respect of Scheme of Arrangement."

**"RESOLVED FURTHER THAT** a certified true copy of above resolution may be forwarded wherever required, under the signature of any one of the Directors of the Company or the Company Secretary of the Company".

**Certified True Copy  
For Resco Global Wind Services Limited**



**Heera Lal**  
**Company Secretary**  
Membership No. A29783  
INOXGFL Towers, Plot No. 17,  
Sector-16A, Noida 201301, Uttar Pradesh

