

Friday, October 21, 2022

Board of Directors  
**Hardwyn India Limited**  
B-101, Phase-1, Mayapuri,  
New Delhi South West Delhi DL 110064

Board of Directors  
**Fiba Hardwyn Locks Limited**  
C-147, Mayapuri, Indl Area, Phase II,  
New Delhi DL 110064

Dear Sirs,

**Subject:- Fairness Opinion on Valuation Report & Share Exchange Ratio for the purpose of proposed amalgamation of Fiba Hardwyn Locks Limited (Transferor Company) with Hardwyn India Limited (Transferee Company) under a proposed Scheme of Amalgamation under section 230 to 232 of the Companies Act, 2013**

**1. Background:**

We, Sobhagya Capital Options Private Limited, a category I Merchant Banker registered with SEBI, having registration no. MB/INM000010825 have been jointly appointed by you to provide a fairness opinion on the valuation of shares & share exchange ratio recommended by CS Khusbu Agrawal, Registered Valuer, vide IBBI/RV/03/2021/14393 ("hereinafter referred to as "Valuer"), who was appointed valuer for the purpose of proposed amalgamation of Fiba hardwyn Locks Limited (hereinafter referred to as "Transferor Company" or "FHLL") with Hardwyn India Limited (hereinafter referred to as "Transferee Company" or "HIL") under a proposed Scheme of Amalgamation under section 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the "Proposed Amalgamation").

**2. Brief Background about the Companies:**

A. **Hardwyn India Limited** (hereinafter referred to as "HIL" or "Transferee Company") is a public limited company incorporated on October 12, 2017 under the provisions of the Companies Act, 2013. The registered office of HIL is situated at WB-101, Phase-1, Mayapuri, New Delhi South West Delhi 110064. Hardwyn India Limited is engaged in the business of manufacturing of architecture hardware and glass fittings. The Equity Shares of Hardwyn India Limited are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")

B. **Fiba Hardwyn Locks Limited** (hereinafter referred to as "FHLL" or "Transferor Company") is an existing limited company incorporated on August 22, 2005 under the provisions of the Companies Act, 1956. The registered office of Key is situated at C-147



Mayapuri Indl Area, Phase II, New Delhi-110064.is engaged in the business of Manufacture of other fabricated metal products; metal working service activities.

**The term “Companies” wherever used hereinafter in this report shall collectively refer to HIL and FHLL.**

**3. About Sobhagya Capital Options Private Limited:**

Sobhagya Capital Options Private Limited (Formerly known as Sobhagya Capital Options Limited) (hereinafter referred to as “SCOL”) is a Private Limited Company incorporated under the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. Our Company is a Category 1 Merchant Banker registered with Securities and Exchange Board of India (SEBI), Mumbai with Registration No.: MB/INM000008571.

**4. Scope and purpose of the opinion:**

This Fairness Opinion is being issued in terms of the requirement of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March10, 2017. The purpose of the opinion is to safeguard the interest of the shareholders of Companies and this opinion shall be made available to the Boards of Directors and Shareholders of Companies at the time of their respective meetings to pass the necessary resolutions for the approving and adopting the proposed scheme of amalgamation and, to the extent mandatorily required under applicable laws of India, may be produced before judicial, regulatory or governmental authorities, in connection with the proposed amalgamation.

**This opinion is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.**

**5. Sources of Information:**

We have received the following information from the management of the Companies for the purpose of our opinion:

- Proposed Scheme of Amalgamation under Sections 230 to 232 of Companies Act, 2013 between Companies and their respective Shareholders and Creditors.
- Report on valuation of shares & share exchange ratio by Ms Khushu Agarwal, Company Secretary, Registered Valuer, vide reg. no. IBBI/RV/03/2021/14393 and ICSI RVO COP No. CST 020281 dated October 21, 2022.
- Audited Financial Statements as on July 31, 2022 of both the companies.



## 6. Fairness Opinion:

We have reviewed the methodologies used by the Valuer in arriving at the valuation of Shares of Companies and for providing their recommendation on the Share Exchange Ratio for the purpose of proposed amalgamation of Core and Key into Indo and also reviewed the underlying assumptions adopted to arrive at such valuation.

As stated in the valuation report, Valuer has recommended the following share exchange ratio for the proposed amalgamation of Core and Key into Indo:

- ✓ 9.05 Equity Shares of face value of Rs. 10 each of HIL credited as fully paid up to the Shareholders of FHLL for every 1 Equity Shares of Face value of Rs. 10/- each held in FHLL

**Based on the information and data made available to us including the Valuation Report and the proposed scheme of amalgamation and subject to disclaimers as mentioned in this report, we are of the opinion that, the Share exchange ratio, as suggested by Ms Khusbu Agarwal, Registered Valuer, is fair and reasonable.**

## 7. Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of Companies.
- Carrying out a market survey / financial feasibility for the Business of Companies.
- Financial and Legal due diligence of Companies.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of Companies.

We have not carried out any independent verification of the accuracy and completeness of all information as stated above. We have not reviewed any other documents other than those stated above.

We do not assume any obligation to update, revise or reaffirm this Valuation Report because of events or transactions occurring subsequent to the date of this report.

We understand that the management of Companies during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our opinion.



In this opinion we have included all such information and matters as was received by us from the management of Companies.

The fee for our services is not contingent upon the result of the proposed amalgamation.

The management of Companies or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion. This opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified in this opinion, under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions. We would not be responsible for any litigation or other actual or threatened claims.

In no event, will SCOPL, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Thanking You

For Sobhagya Capital Options Private Limited

(Rishabh Singhvi)

Director

