

## COMPLIANCE REPORT

It is hereby certified that the draft scheme of Amalgamation involving FIBA Hardwyn Locks Limited (The Transferor Company) and Hardwyn India Limited (The Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in the compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

| Sl.                           | Reference                                | Particulars                                                         | Hardwyn India Limited<br>(Transferee Company) | FIBA Hardwyn Locks Limited<br>(Transferor Company)                                                                                                                                                |
|-------------------------------|------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                             | Regulations 17 to 27 of LODR Regulations | Corporate Governance requirements                                   | Yes, Complied                                 | Not Applicable:<br><br>Reason: FIBA Hardwyn Locks Limited is an Unlisted public company and hence Provision of Regulations 17-27 of SEBI LODR Regulations do not apply to the transferor company. |
| 2                             | Regulation 11 of LODR Regulations        | Compliance with securities laws                                     | Yes, Complied                                 |                                                                                                                                                                                                   |
| Requirements of this circular |                                          |                                                                     |                                               |                                                                                                                                                                                                   |
| (a)                           | Para (I)(A)(2)                           | Submission of documents to Stock Exchanges                          | Yes, Complied                                 |                                                                                                                                                                                                   |
| (b)                           | Para (I)(A)(3)                           | Conditions for schemes of arrangement involving unlisted entities   | Yes, Complied                                 |                                                                                                                                                                                                   |
| (c)                           | Para (I)(A)(4) (a)                       | Submission of Valuation Report                                      | Yes, Complied                                 |                                                                                                                                                                                                   |
| (d)                           | Para (I)(A)(5)                           | Auditors certificate regarding compliance with Accounting Standards | Yes, Complied                                 |                                                                                                                                                                                                   |
| (e)                           | Para (I)(A)(9)                           | Provision of approval of public shareholders through e-voting       | Yes, Complied                                 |                                                                                                                                                                                                   |

For Hardwyn India Limited

**For Hardwyn India Limited**

Rubaljeet Singh Sayal  
Managing Director & CFO  
DIN: 00280624

*Rubaljeet Singh Sayal*  
Director

*Kanchan Sharma*

Kanchan Sharma  
Company Secretary/Compliance Officer  
M. No. A70470

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation involving (Name of the entities) are in compliance with all the Accounting Standards applicable to a listed entity.

For Hardwyn India Limited:

**For Hardwyn India Limited**



Director

Rubaljeet Singh Sayal  
Managing Director & CFO  
DIN: 00280624

Date: 17.07.2023

Place: Delhi