

Date:05/09/2022

To,

The Manager,  
BSE Limited  
Phirozejeebhoy Towers,  
Dalal Street, Mumbai- 400001.

To,

The Manager- Listing,  
National Stock Exchange of India Limited  
Exchange Plaza , Bandra Kurla Complex,  
Bandra East, Mumbai-400051

Dear Sir/Madam,

**Subject: Outcome of the meeting of the Board of Directors of the "HARDWYN INDIA LIMITED" held on 05<sup>th</sup> September 2022 in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Further to our Intimation dated 30-08-2022 and pursuant to Regulation 30 of Listing Regulations read with Para A of Schedule III, we wish to inform you that a meeting of the Board of Directors of the Company was held today i.e., 05-09-2022, wherein the Board by unanimous resolutions, approved the following, subject to consent of shareholders of the Company, stock exchanges and other regulatory authorities:

Sl No.	Agenda
1	Draft Scheme of Amalgamation of "FIBA HARDWYN LOCKS LIMITED" with "HARDWYN INDIA LIMITED"

It may also be noted that the proposed Scheme has been reviewed by the Audit Committee and upon its recommendation approved by the Board in its meeting held on today i.e 05<sup>th</sup> September 2022.

The Draft Scheme will be filed with the Stock Exchange as per provision of Regulation 37 of SEBI Listing Regulations along with the required document.

Pursuant to Regulation 30 of the Listing Regulations read with circular CIR/CFD/CMD/4/2015 dated September 09, 2015 issued by Securities and Exchange Board of India ("SEBI") relevant details have been enclosed herewith as an **Annexure A**

The information contained in this outcome is also available on the Company's website [www.hardwyn.com](http://www.hardwyn.com) on the website BSE Limited at [www.bseindia.com](http://www.bseindia.com) & on the website NSE Limited at [nseindia.com](http://nseindia.com).

For Hardwyn India Limited

  
Director

The Board Meeting commenced at 06.00 P.M and concluded at 06:40 P.M

We request you to take on record.

**For Hardwyn India Limited**  
**For Hardwyn India Limited**



**Rubaljeet Singh Sayal**  
**Managing Director**  
**DIN: 00280624**

Annexure A

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

	Particulars													
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	<p><b>FibaHardwyn Locks Limited or FHLL ("Transferor Company")</b></p> <p style="text-align: center;"><b>And</b></p> <p><b>Hardwyn India Limited or HIL ("Transferee Company")</b></p> <p>(FibaHardwyn Locks Limited will merge with Hardwyn India Limited)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FHLL</th> <th>HIL</th> </tr> </thead> <tbody> <tr> <td>Paid-up Capital</td> <td>2,07,00,051</td> <td>10,20,00,000</td> </tr> <tr> <td>Net worth</td> <td>2,09,85,012</td> <td>10,20,00,000</td> </tr> <tr> <td>Turnover</td> <td>24,82,335.84</td> <td>84,55,77,280</td> </tr> </tbody> </table> <p>*Above data on standalone basis, for the period ended on 31<sup>st</sup> March 2022, Based on unaudited Balance sheet.</p>	Particulars	FHLL	HIL	Paid-up Capital	2,07,00,051	10,20,00,000	Net worth	2,09,85,012	10,20,00,000	Turnover	24,82,335.84	84,55,77,280
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2.	whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof	Yes. Promoter and promoter group are interested in FHLL.												
3.	Area of business of the entity(ies)	<b>FHLL:</b> is a public company incorporated under the Companies Act, 1956 on 22 <sup>th</sup> August 2005, having its registered office at C-147 Mayapuri Indl Area Phase II New Delhi-110064, engage in the business of Manufacture of other fabricators, cutters molderto deal in hardware products and activities.												

For Hardwyn India Limited

  
Director

		<p><b>HIL</b> is a public company incorporated under Companies Act, 2013 on 12<sup>th</sup> October 2017 and listed on BSE and NSE, having its registered office at New Delhi engage in the business of manufacturing, importing, exporting trading of all type of goods including but not limited to not hardware goods kitchen equipment's including modular kitchen home finishers &amp; to all types of metal and metals compounds.</p>
4.	Rationale for amalgamation/ merger	<p>a) The Transferor Company's business shall be integrated and consolidated with business in relation to generic products carried out by the Transferee Company resulting in strengthening of the business, synergistic benefits, economies of scale, faster decision making, integration of supply chain, reduction in operating costs, strengthening the focus, enhancing the ability to deal with regulatory challenges, long-term growth, increasing profitability, higher market share, better customer service, increased ability to face the competitive regulatory environment, risks and policies and consolidating the financial, management and operational resources.</p> <p>b) In view of focused management time and operation attention and to manage the business more effective</p> <p>c) The proposed amalgamation shall also enable the Transferor Company's to address the competitive regulatory environment, risks and policies, better management of supply chain, better product profiling, greater differentiation, ability to strategize the business for long term growth, consolidation and creation of shareholder value.</p> <p>d) The proposed amalgamation shall enable the Transferee Company to better focus, strategize and grow the businesses, will also help retain and increase the competitive strength thereby directly and indirectly strengthening the reputation, goodwill, customer service, customer recall, distribution network, overall economies of scale for the respective businesses of the Transferor Company and the Transferee Company</p>
5.	In case of cash consideration - amount or otherwise share exchange ratio	<p>e) Cash Consideration: In case of fraction in number of share the cash consideration will be provided to the eligible Shareholders of Transferor Company.</p> <p>f) Share (Share Exchange ratio) : The Transferee Company</p>

For Hardwyn India Limited

  
Director

		shall issue upto 59,80,120equity share to the eligible shareholders of the transferor Company.																			
6.	Brief details of change in shareholding pattern (if any)of listed entity's	<table border="1"> <thead> <tr> <th>S.No</th> <th>Particular</th> <th>Post Merger Holding</th> <th>Post Merger %</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Promoter A</td> <td>49612317</td> <td>66.52</td> </tr> <tr> <td>2</td> <td>Public</td> <td>24967500</td> <td>33.48</td> </tr> <tr> <td></td> <td><b>Total</b></td> <td><b>74579817</b></td> <td><b>100</b></td> </tr> </tbody> </table>				S.No	Particular	Post Merger Holding	Post Merger %	1	Promoter A	49612317	66.52	2	Public	24967500	33.48		<b>Total</b>	<b>74579817</b>	<b>100</b>
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For Hardwyn India Limited

  
 Director