

CONSENT FROM PROMOTER GROUP SELLING SHAREHOLDER

Date: March 14, 2024

To:

Ambit Private Limited

Ambit House
449, Senapati Bapat Marg
Lower Parel
Mumbai – 400 013
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
C-2 Wadia International Centre
P.B. Marg, Worli
Mumbai - 400 025
Maharashtra, India

(Ambit Private Limited, Axis Capital Limited, and any other book running lead managers appointed by the Company are collectively referred to as the "BRLMs")

and

Board of Directors

Interarch Building Products Limited

B 30, Sector 57
Noida 201 301
Uttar Pradesh, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Interarch Building Products Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I, Shobhna Suri, wife of Mr. Gautam Suri, an adult, residing at F-36, Radhe Mohan Drive, Gadaipur Bandh 110 030, Delhi, India, holder of PAN AAJPS9966L, confirm that I hold 600,100 Equity Shares, representing 4.16% of the pre-Offer equity share capital of the Company.

I have been informed by the Company of the proposed initial public offering of its Equity Shares, which includes a Fresh Issue by the Company and an Offer for Sale of Equity Shares by certain existing shareholders of the Company, through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013 and rules made thereunder and other applicable laws.

Consents

I hereby consent to the inclusion of up to 600,100 Equity Shares representing 4.16% of the equity share capital of the Company on fully diluted basis (the "Offered Shares") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and along with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and further subject to the approval of the Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per equity share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the SEBI ICDR Regulations, as amended. I further acknowledge and agree that in the event of any sub-division of the Company's authorised share capital prior to DRHP filing and a corresponding increase in the number of equity shares held by me in the Company, the number of Offered Shares will stand proportionately increased.

I hereby consent to the inclusion of my name as a promoter group selling shareholder and any other information contained in this letter (in part or full) as required under the SEBI ICDR Regulations, the Companies Act, 2013 and rules made thereunder, as amended and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi & Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges and in any other materials or documents related to the Offer.

I confirm that I will immediately inform in writing of any changes to the above information to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges pursuant to the Offer.

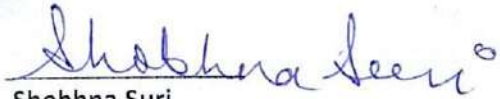
I confirm that this letter does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, misleading.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date (including on the website of the Company).

This consent letter is for the information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer related material and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company, me and the BRLMs in respect of the Offer. I hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs including submission of this certificate for the purpose of any defense the BRLMs may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents or as required by applicable laws or a court or by any governmental or competent regulatory authority in accordance with applicable law.

All capitalised terms used herein but not defined shall have the same meaning to them in Offer Documents, as the case may be.

Yours faithfully,


Shobhna Suri

CC:

Khaitan & Co

10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Shardul Amarchand Mangaldas & Co

Express Towers
24th Floor, Nariman Point
Mumbai 400 021
Maharashtra, India

Khaitan & Khaitan

A - 38, Kailash Colony,
New Delhi 110 048, India

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Date: March 14, 2024

To:

Ambit Private Limited

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1st Floor, Axis House
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and

Board of Directors

Interarch Building Products Limited

B 30, Sector 57
Noida 201 301
Uttar Pradesh, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Interarch Building Products Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I, Arvind Nanda, son of Late Shri Krishan Lal Nanda, an adult, residing at House No. 8, Deramandi Road, Mandi Mehrauli New Delhi 110047, India, holder of PAN AAAPN2641L, confirm that I hold 5,729,046 Equity Shares, representing 39.74% of the pre-Offer equity share capital of the Company.

I have been informed by the Company of the proposed initial public offering of its Equity Shares, which includes a Fresh Issue by the Company and an Offer for Sale of Equity Shares by certain existing shareholders of the Company, through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013 and rules made thereunder and other applicable laws.

Consents

I hereby consent to the inclusion of up to 7,20,000 Equity Shares representing 4.99% of the equity share capital of the Company on fully diluted basis (the "**Offered Shares**") held by me in the Company

as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and along with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and further subject to the approval of the Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per equity share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the SEBI ICDR Regulations, as amended. I further acknowledge and agree that in the event of any sub-division of the Company's authorised share capital prior to DRHP filing and a corresponding increase in the number of equity shares held by me in the Company, the number of Offered Shares will stand proportionately increased.

I hereby consent to the inclusion of my name as a promoter selling shareholder and any other information contained in this letter (in part or full) as required under the SEBI ICDR Regulations, the Companies Act, 2013 and rules made thereunder, as amended and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi & Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges and in any other materials or documents related to the Offer.

I confirm that I will immediately inform in writing of any changes to the above information to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges pursuant to the Offer.

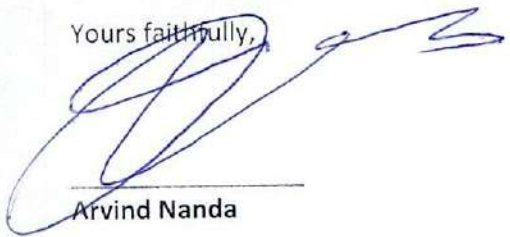
I confirm that this letter does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, misleading.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date (including on the website of the Company).

This consent letter is for the information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer related material and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company, me and the BRLMs in respect of the Offer. I hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs including submission of this certificate for the purpose of any defense the BRLMs may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents or as required by applicable laws or a court or by any governmental or competent regulatory authority in accordance with applicable law.

All capitalised terms used herein but not defined shall have the same meaning to them in Offer Documents, as the case may be.

Yours faithfully,



Arvind Nanda

CC:

Khaitan & Co

10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Shardul Amarchand Mangaldas & Co

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and

Board of Directors

Interarch Building Products Limited

B 30, Sector 57
Noida 201 301
Uttar Pradesh, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Interarch Building Products Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I, Gautam Suri, son of Late Shri Ram Lal Suri, an adult, residing at F-36, Radhe Mohan Drive, Gadaipur Bandh Road, South Delhi 110 030, Delhi, India, holder of PAN AAJPS9920L, confirm that I hold 4,644,116 Equity Shares, representing 32.22% of the pre-Offer equity share capital of the Company.

I have been informed by the Company of the proposed initial public offering of its Equity Shares, which includes a Fresh Issue by the Company and an Offer for Sale of Equity Shares by certain existing shareholders of the Company, through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013 and rules made thereunder and other applicable laws.

Consents

I hereby consent to the inclusion of up to 7,90,000 Equity Shares representing 5.48% of the equity share capital of the Company on fully diluted basis (the "**Offered Shares**") held by me in the Company

as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and along with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and further subject to the approval of the Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per equity share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the SEBI ICDR Regulations, as amended. I further acknowledge and agree that in the event of any sub-division of the Company's authorised share capital prior to DRHP filing and a corresponding increase in the number of equity shares held by me in the Company, the number of Offered Shares will stand proportionately increased.

I hereby consent to the inclusion of my name as a promoter selling shareholder and any other information contained in this letter (in part or full) as required under the SEBI ICDR Regulations, the Companies Act, 2013 and rules made thereunder, as amended and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi & Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges and in any other materials or documents related to the Offer.

I confirm that I will immediately inform in writing of any changes to the above information to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges pursuant to the Offer.


I confirm that this letter does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, misleading.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date (including on the website of the Company).

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Yours faithfully,



Gautam Suri

CC:

Khaitan & Co

10th & 13th Floors, Tower 1C
One World Centre
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Mumbai 400 013
Maharashtra, India

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and

Board of Directors

Interarch Building Products Limited

B 30, Sector 57
Noida 201 301
Uttar Pradesh, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Interarch Building Products Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I, Ishaan Suri, son of Mr. Gautam Suri, an adult, residing at F-36, Radhe Mohan Drive, Gadaipur Bandh Road, Gadai Pur, Haus Khaz, South Delhi 110 030, Delhi, India, holder of PAN ATWPS6366G, confirm that I hold 539,930 Equity Shares, representing 3.75% of the pre-Offer equity share capital of the Company.

I have been informed by the Company of the proposed initial public offering of its Equity Shares, which includes a Fresh Issue by the Company and an Offer for Sale of Equity Shares by certain existing shareholders of the Company, through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and rules made thereunder and other applicable laws.

Consents

I hereby consent to the inclusion of up to 539,930 Equity Shares representing 3.75% of the equity share capital of the Company on fully diluted basis (the "Offered Shares") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and along with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and further subject to the approval of the Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per equity share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the SEBI ICDR Regulations, as amended. I further acknowledge and agree that in the event of any sub-division of the Company's authorised share capital prior to DRHP filing and a corresponding increase in the number of equity shares held by me in the Company, the number of Offered Shares will stand proportionately increased.

I hereby consent to the inclusion of my name as a promoter selling shareholder and any other information contained in this letter (in part or full) as required under the SEBI ICDR Regulations, the Companies Act, 2013 and rules made thereunder, as amended and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi & Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges and in any other materials or documents related to the Offer.

I confirm that I will immediately inform in writing of any changes to the above information to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges pursuant to the Offer.

I confirm that this letter does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, misleading.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date (including on the website of the Company).

This consent letter is for the information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer related material and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company, me and the BRLMs in respect of the Offer. I hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs including submission of this certificate for the purpose of any defense the BRLMs may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents or as required by applicable laws or a court or by any governmental or competent regulatory authority in accordance with applicable law.

All capitalised terms used herein but not defined shall have the same meaning to them in Offer Documents, as the case may be.

Yours faithfully,



Ishaan Suri

CC:

Khaitan & Co

10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Shardul Amarchand Mangaldas & Co

Express Towers
24th Floor, Nariman Point
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Maharashtra, India

Khaitan & Khaitan

A - 38, Kailash Colony,
New Delhi 110 048, India

OIH Mauritius Limited

3rd Floor | Standard Chartered Tower | Bank Street | 19 Cybercity | Ebene 72201 | Mauritius
Tel +230 467 7986 Fax +230 464 8306

11 March 2024

To:

Axis Capital Limited

1st Floor, Axis House
C-2 Wadia International Centre
P.B. Marg, Worli
Mumbai - 400 025
Maharashtra, India

Ambit Private Limited

Ambit House
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Maharashtra, India

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and

The Board of Directors

Interarch Building Products Limited

B 30, Sector 57
Noida 201 301
Uttar Pradesh, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares ("Equity Shares") of Interarch Building Products Limited (the "Company" and such offering, the "Offer")

Corporate Information

We, OIH Mauritius Limited (*formerly known as Indivision India Partners*), a company incorporated under the laws of Mauritius, having our registered office at 3rd Floor, Standard Chartered Tower, Bank Street, 19 Cybercity Ebene, 72201, Mauritius, do confirm that we hold 17,97,600 Equity Shares, representing 12.47% of the pre-Offer equity share capital of the Company.

The certified true copy of resolutions of our board of directors dated November 13, 2023, authorizing the proposed offer and sale of up to 17,97,600 Equity Shares held by us in the Company, as part of the proposed initial public offering of equity shares by the Company in accordance with the applicable laws, is attached in **Schedule I**. The information in **Schedule I** is true and correct. We further confirm that, except as stated above, no other corporate or statutory approvals are required to be obtained by us in relation to sale of the Equity Shares held by us in the Offer.

Consents

We hereby consent to the inclusion of 17,97,600 Equity Shares held by us in the Company (the "Offered Shares") as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and along with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and the approval of any other regulatory authority, if required.

We hereby consent to the inclusion of our name as a selling shareholder and any other information contained in this letter (in part or full) as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Companies Act, 2013 and rules made thereunder, as amended and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi & Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges and any other materials or documents related to the Offer.

We confirm that we will immediately inform in writing of any changes to the above information to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We confirm that we have not made any untrue statement of a material fact or omitted to state any material fact necessary in order to make the statements made by us herein, in light of the circumstances under which they were made, misleading.

We also consent to the inclusion of a reference to this letter under "Material Contracts and Documents for Inspection" section of the Offer Documents in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date (including on the website of the Company).

A reference to this consent letter and (any information set out herein) may be included in the Offer Documents in relation to the Offer or in any other Offer related material and this consent letter may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs including submission of this certificate for the purpose of any defense the BRLMs may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents or as required by applicable laws or a court or by any governmental or competent regulatory authority in accordance with applicable law.

All capitalised terms used herein but not defined shall have the same meaning to them in Offer Documents.

Yours faithfully
For **OIH Mauritius Limited**



Michael Calisse
Authorized Signatory

Enclosed: As above

CC:

Khaitan & Co
10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

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