



## NOTICE OF POSTAL BALLOT

**[PURSUANT TO SECTION 110 & 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 & 20 OF THE COMPANIES MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE RULES MADE THEREUNDER, AND THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA]**

VOTING STARTS ON	VOTING ENDS ON
Friday, 04 <sup>th</sup> April, 2025 at 9:00 a.m. (IST)	Saturday, 03 <sup>rd</sup> May, 2025 at 5:00 p.m. (IST)

Notice is hereby given to the Members of Interarch Building Solutions Limited (the “Company”) (Formerly known as Interarch Building Products Limited), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 issued by the MCA, Government of India (collectively the ‘MCA Circulars’), that the Resolutions as set out hereunder are respectively proposed for approval by the Members of the Company as an Ordinary and Special Resolution(s), as the case may be, by means of postal ballot by voting through electronic means (‘remote e-voting’).

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories/Registrar and Transfer Agent (‘RTA’). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is

### **INTERARCH BUILDING SOLUTIONS LIMITED**

(Formerly known as Interarch Building Products Limited)

Head Office : B-30, Sector 57, Noida - 201301, India.

Tel.: +91 120 4170200, CIN: L45201DL1983PLC017029





annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Practising Company Secretary (Membership Number: F5327 & COP: 4548) as the scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner and required consent for such appointment has been received.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-Voting facility to all its members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Friday, April 4<sup>th</sup>, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, May, 3<sup>rd</sup>, 2025 (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on May, 3<sup>rd</sup>, 2025.

**1. TO CONSIDER AND APPROVE THE VARIATION IN TERMS OF OBJECTS OF THE ISSUE TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 13 and 27 of the Companies Act, 2013, as amended (“Companies Act”), read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions

for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the terms of objects of the issue referred to in the prospectus dated 21<sup>st</sup> August, 2024 (the ‘Prospectus’) and Special Resolution 17<sup>th</sup> January, 2024 in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the ‘IPO’) made in

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pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of its powers herein conferred to any committee thereof or to any one or more executives of the Company.”

**2. TO CONSIDER & APPROVE THE RE-DESIGNATION AND APPOINTMENT OF MR. VIRAJ NANDA (DIN: 07711708) AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17(6)(e) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and based on the recommendation of the Nomination and Remuneration Committee and subject to the any other approval as may be required, consent of the members be and is hereby accorded for Mr. VIRAJ NANDA (DIN: 07711708), who was appointed as a Non-Executive Director of the Company with effect from 14<sup>th</sup> February, 2017 to be re-designated and appointed as an Executive Director of the Company w.e.f 1<sup>st</sup> April,2025 subject to the any other approval as may be required on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the office of Mr. Viraj Nanda as an Executive Director of the Company shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorised to vary,

alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Mr. Viraj Nanda during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions of the Act, relevant rules and SEBI Listing Regulations, if any, without being

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required to seek any further consent or approval of the Member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Viraj Nanda under applicable law without obtaining requisite approvals.”

**“RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Viraj Nanda as an Executive Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Viraj Nanda shall be as per the provisions of Schedule V of the Act and the Rules made thereunder or any statutory modification or re-enactment thereof.”

**“RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Board be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution, including agreeing to such amendment(s)/modification(s) in the aforesaid clauses as may be required by any authority or as maybe deemed fit by the Board, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Act, SEBI Listing Regulations, the memorandum and articles of association of the Company and other applicable laws.”

**By Order of the Board of Directors**

**FOR INTERARCH BUILDING SOLUTIONS LIMITED  
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**Arvind Nanda  
Managing Director  
DIN 00149426**

**Date: 24/03/2025  
Place: Noida**

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## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by way of postal ballot only through remote e-voting ("e-voting").

3. In compliance with the provisions of the MCA Circulars, members can vote only through the remote e-voting. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would only take place through the remote e-voting system. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be entitled to cast their votes by e-voting.

4. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your depository participants.

5. In terms of provisions of Section 107, 108 and 110 of the Companies Act, 2013 and MCA Circulars read with Regulation 44 of the SEBI Listing Regulations, facility to the members to exercise their votes electronically and vote on these resolutions through the e-voting service facility is arranged by Central Depository Services (India) Limited ("CDSL"). The instructions for remote e-voting forms part of this Postal Ballot Notice.

6. The voting rights of Members for remote e-voting shall be in proportion to their shares in the equity share capital of the Company as on cut-off date i.e. 28<sup>th</sup> March, 2025.

**7. The remote e-voting period commences at 9:00 A.M. (IST) on Friday, 4<sup>th</sup> April, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, 03<sup>rd</sup> May, 2025.**

**The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Central Depository Services (India) Limited upon the expiry of the aforesaid period.**

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8. The e-voting Event number, User ID and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the Postal Ballot Notice.
9. Resolutions passed by the members through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
10. The Postal Ballot Notice is also available on the website of the Company at [www.interarchbuildings.com](http://www.interarchbuildings.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, 03<sup>rd</sup> May, 2025**, i.e., the last date specified for receipt of votes through e-voting.
12. The Board of Directors have appointed CS Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Practising Company Secretary (Membership Number: F5327 & COP: 4548), as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall, immediately, unblock the votes and within a period not later than 2 (two) working days from the conclusion of the remote e-voting, submit it forthwith to the Chairman of the Company or any other person as may be authorised by the Chairman.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.interarchbuildings.com](http://www.interarchbuildings.com) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

13. For any investor-related queries, communication may be sent by e-mail to the Company at [compliance@interarchbuildings.com](mailto:compliance@interarchbuildings.com)
14. The Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, MUFG InTime India Private Limited formerly known as Link Intime India Private Limited at the following address: C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 Maharashtra, India Tel. no: +91-22- 49186000 E-mail- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
15. For effecting changes in email/address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify: (i) Link In time, if shares are held in physical form; and (ii) their respective Depository Participant (DP), if shares are held in electronic form.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

The e-voting period begins at 9:00 A.M. (IST) on Friday, April 4, 2025 and ends at 5:00 P.M. (IST) Saturday, May 3<sup>rd</sup>, 2025. During this period shareholders of the Company, holding

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shares either in physical form or in dematerialized form, as on the cut-off date (record date) of March 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In terms of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/ 242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins 9:00 A.M. (IST) on Friday, April 4, 2025 and ends at 5:00 P.M. (IST) Saturday, May 3<sup>rd</sup>, 2025 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28<sup>th</sup> March, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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info@interarchbuildings.com www.interarchbuildings.com



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat</li> </ol>

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	<p>Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Interarch Building Solutions Limited (Formerly known as Interarch Building Products Limited).
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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Head Office : B-30, Sector 57, Noida - 201301, India.

Tel.: +91 120 4170200, CIN: L45201DL1983PLC017029





- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Alternatively, Non-Individual shareholders are required to upload the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer for verification..
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [compliance@interarchbuildings.com](mailto:compliance@interarchbuildings.com) (designated email address by

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company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

**By order of the Board of Directors**

**FOR INTERARCH BUILDING SOLUTIONS LIMITED  
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**Arvind Nanda  
Managing Director  
DIN 00149426**

**Date: 24/03/2025  
Place: Noida**

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### ITEM NO.1 VARIATION IN TERMS OF OBJECTS OF THE ISSUE

The Company had filed its prospectus dated 21<sup>st</sup> August, 2024 (“Prospectus”) with the Registrar of Companies, NCT of Delhi & Haryana, in connection with its initial public offering (“Offer”) of its equity shares of ₹ 10/- each (“Equity Shares”) and the Equity Shares are presently listed on the BSE Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”).

Pursuant to the Prospectus dated 21<sup>st</sup> August, 2024, the Offer comprised of 6672169 equity shares of face value of ₹ 10 each (“equity shares”) for cash at a price of ₹ 900 per equity share (including a share premium of ₹ 890 per equity share) (“offer price”) aggregating to ₹ 6002.87 million (“offer”) comprising of a fresh issue of 22,24,539 equity shares aggregating to ₹ 2000 million (“fresh issue”) and an offer for sale of 44,47,630 equity shares aggregating to Rs. 4002.87 million (“offer for sale”) by certain existing shareholders.

Further, the Company has taken approval of Members by way of Special Resolution dated 22<sup>nd</sup> February 2025 for variation in terms of offer documents and approved for the reallocation of unutilized IPO proceeds of Rs 287.90 million originally designated for the establishment of a new manufacturing unit in Andhra Pradesh as mentioned below:

- Rs 240.20 million were redirected towards the Kichha manufacturing facility.
- Rs 47.70 million were allocated for general corporate purposes.

Now, the utilization of the Net Proceeds of the Offer was proposed to be deployed in the following manner, as set forth under the schedule of deployment as disclosed in the Prospectus, as on 15<sup>th</sup> March, 2025:

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**Rs. In Million**

<i>Sr. No.</i>	<i>Objects as stated in prospectus</i>	<i>IPO Proceeds</i>	<i>IPO AFTER APPROVAL OF MEMBERS VIDE POSTAL BALLOT DATED 22/02/2025</i>	<i>Total Amount Spent up to 15/03/2024</i>	<i>Unutilised Amount as per prospectus( after variation dated 22/02/2025 )</i>	<i>% of achievements as per prospectus( after variation dated 22/02/2025 )</i>	<i>% of unutilised amount as per prospectus( after variation dated 22/02/2025 )</i>
1	Financing the capital expenditure towards setting up the Project at Andhra Pradesh manufacturing Facility 1	585.33	297.43	38.47	258.96	12.93%	87.07%
2	Financing the capital expenditure towards upgradation of the Kichha Manufacturing Facility, Tamil Nadu Manufacturing Facility I, Tamil Nadu Manufacturing Facility II and Pantnagar Manufacturing Facility	192.46	432.66	28.56	404.10	6.60%	93.40%
3	Funding investment in information technology assets for upgradation of existing information	113.92	113.92	19.84	94.08	17.42%	82.58%

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	technology infrastructure of our Company						
4	Funding incremental working capital Requirements	550.00	550.00	250	300	45.45%	54.55%
5	General corporate purposes	430.37	478.07	430.37	47.7	90.02%	9.98%
	<b>Total Net Proceeds</b>	<b>1,872.08</b>	<b>1,872.08</b>	<b>767.24</b>	1104.84	40.98%	59.02%

**The particulars of the proposed alteration or change in the objects:**

Your company has identified a piece of land adjacent to our existing property, which presents an excellent opportunity due to its prime location, the current unavailability of similar plots through APIIC, and its freehold status. This land is strategically positioned to support the growing demand in Andhra Pradesh. The total cost of the land is approximately Rs 20 crores, of which Rs 10 crores has already been paid from internal accruals. The remaining balance will be funded through the IPO proceeds.

This acquisition will allow the company to tap into emerging market opportunities and strengthen its competitive edge in a growing economy.

**From Unutilized IPO proceeds of Rs 258.96 million: Initially allocated for the manufacturing unit in Andhra Pradesh**

Rs 50 million will now be redirected towards the Andhra Pradesh facility -II for the final payment towards the new land acquisition.

- The remaining amount will be utilized towards the specified objectives as mentioned in the IPO prospectus.
- **From Unutilized IPO proceeds of Rs 404.10 million: Initially allocated for financing the capital expenditure towards the upgradation of the Kichha Manufacturing Facility, Tamil Nadu.**
  - Rs 45 million will now be redirected towards the Andhra Pradesh facility -II for the final payment towards the new land acquisition.
  - -The remaining balance will be utilized towards the specified objectives as mentioned in the IPO prospectus.

Therefore the revised allocation for the IPO Proceeds will be as follows:

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(Rs In Million)

<b>Sr. No.</b>	<b>Objects as stated in prospectus</b>	<b>IPO Proceeds</b>	<b>IPO AFTER APPROVAL OF MEMBERS VIDE POSTAL BALLOT DATED 22/02/2025</b>	<b>Final allocation after proposed variation</b>
1	Financing the capital expenditure towards setting up the Project at Andhra Pradesh manufacturing Facility	585.33	297.43	247.43
2	Financing the capital expenditure towards upgradation of the Kichha Manufacturing Facility, Tamil Nadu Manufacturing Facility I, Tamil Nadu Manufacturing Facility II and Pantnagar Manufacturing Facility	192.46	432.66	387.66
3	Funding investment in information technology assets for upgradation of existing information technology infrastructure of our Company	113.92	113.92	113.92
4	Funding incremental working capital Requirements	550.00	550.00	550.00
5	General corporate purposes	430.37	478.07	478.07
6	Towards manufacturing Facility-II at Andhra Pradesh	0	0	95
	<b>Total Net Proceeds</b>	<b>1,872.08</b>	<b>1,872.08</b>	<b>1872.08</b>

**The reason for the alteration or change in the objects:**

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Your company has identified a piece of land adjacent to our existing property, which presents an excellent opportunity due to its prime location, the current unavailability of similar plots through APIIC, and its freehold status. This land is strategically positioned to support the growing demand in Andhra Pradesh.

This acquisition will allow the company to tap into emerging market opportunities and strengthen its competitive edge in a growing economy.

The acquisition supports the company's evolving operational and growth strategies, ensuring that it has the necessary infrastructure and resources to meet future demand. This land purchase provides the foundation for future expansion and aligns with the company's vision for scalable growth.

**The justification for the alteration or change in the objects:**

The Board considers it prudent to re-classify the Unutilized Amount towards various objects stated above for optimum utilization of IPO Proceeds and maximize the return on investment for members of the Company and ensuring future growth of the Company.

**The amount proposed to be utilised for the new objects:**

- **From Unutilized IPO proceeds of Rs. 258.96 million: Initially allocated for the manufacturing unit in Andhra Pradesh**
  - Rs 50 million will now be redirected towards the Andhra Pradesh facility-II, for the final payment towards the new land acquisition.
  - The remaining amount will be utilized towards the specified objectives as mentioned in the IPO prospectus.
  
- **From Unutilized IPO proceeds of Rs 404.10 million: Initially allocated for financing the capital expenditure towards the upgradation of the Kichha Manufacturing Facility, Tamil Nadu.**
  - Rs 45 million will now be redirected towards the expansion of the Andhra Pradesh facility-II, for the final payment towards the new land acquisition.
  - -The remaining balance will be utilized towards the specified objectives as mentioned in the IPO prospectus.

**The proposed time limit within which the proposed varied objects would be achieved:**

Latest by 31<sup>st</sup> March '2026

**The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company:**

The management of the company anticipates NO CHANGE in the financial impact, as there have been no major alterations to our plans. We have simply reallocated funds from one unit to another without affecting the overall financial position.

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**The place from where any interested person may obtain a copy of the notice of resolution to be passed:**

Any interested person may obtain a copy of the notice of the resolution from the corporate office of the Company during the business hours or may access from Company's website [www.interarchbuildings.com](http://www.interarchbuildings.com)

**The risk factors pertaining to the new objects:**

Change in Government Policies, Economic Environment, casualties in events.

Accordingly, in terms of the provisions of Sections 27 of the Companies Act, 2013 and any other applicable provisions and the rules made there under, the Company seeks approval of the members by way of Special Resolution through postal ballot for variation in the terms of the Objects of the Issue as disclosed in the Prospectus.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

**ITEM NO.2 RE-DESIGNATION AND APPOINTMENT OF MR. VIRAJ NANDA (DIN: 07711708) AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

The Board of Directors of the Company ("the Board") on the recommendation of the Nomination and Remuneration Committee ("the NRC"), has recommended for the approval of the Members, the appointment of Mr. Viraj Nanda (DIN: 07711708) as Executive Directors from existing Non-Executive Director of the Company in terms of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Viraj Nanda, aged 28, holds a Bachelor's degree in Tourism and Hospitality Management from William Angliss Institute, Melbourne, Australia, and a diploma in CAD from CADD Centre Training Services, New Delhi, India. He brings valuable experience in the pre-engineered steel building industry, having worked with our company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Viraj Nanda is well-qualified to fulfill the responsibilities entrusted to him as the Executive Director of the Company. Considering the size and financial position of the Company, industry trends, and Mr. Viraj Nanda's profile and experience, the proposed remuneration, as outlined above, is deemed fair and reasonable.

The Company has received a notice in writing, pursuant to Section 160 of the Companies Act, from a Member proposing the candidature of Mr. Viraj Nanda for the office of Director. Mr. Viraj Nanda has provided his consent to serve as Executive Director of the Company and has confirmed that he is not disqualified from being appointed under Section 164 of the Companies Act, 2013. Furthermore, he is not debarred from holding the office of Director by any order passed by SEBI or any other authority. The Company has also received all necessary disclosures from Mr. Viraj Nanda.

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Mr. Viraj Nanda satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. Viraj Nanda 's appointment as per the recommendations of the nomination and remuneration Committee which is in accordance with Schedule V of the Companies Act, 2013:

#### 1. Remuneration

i. Remuneration of Mr. Viraj Nanda will be as fixed by the Board of Directors from time to time after taking into account the recommendations of the NRC, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; performance incentive; reimbursement of expenses incurred for travelling, boarding and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Viraj Nanda subject to the overall ceiling on remuneration approved by the Members. Your Board of Directors has recommended a ceiling on remuneration of Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum.

ii. The Board (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Mr. Viraj Nanda during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions of the Act, relevant rules and SEBI Listing Regulations, if any, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Viraj Nanda under applicable law without obtaining requisite approvals."

iii. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

iv. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the income Tax Act, 1961, Gratuity payable as per the rules of the Company and earned leave with full pay or encashment of leave as per rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

v. Mr. Viraj Nanda shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting.

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Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Viraj Nanda as an Executive Director of the Company.

Additional information in respect of Mr. Viraj Nanda, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given in Annexure-A to this Notice.

The terms and conditions as set out in Item No. 2 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

Your Board of Directors recommends the Resolution at Item No. 2 for approval by the Members by way of Special Resolutions.

Except for Mr. Viraj Nanda, Director, and Mr. Arvind Nanda, Managing Director, to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel of the Company, or their relatives has any financial or other interest, directly or indirectly, in the resolutions set out at Item No. 2 of this Postal Ballot Notice.

**By order of the Board of Directors**

**FOR INTERARCH BUILDING SOLUTIONS LIMITED  
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**Arvind Nanda  
Managing Director  
DIN 00149426**

**Date: 24/03/2025  
Place: Noida**

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**BUILDING  
INNOVATORS**



**ANNEXURE – A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]**

Name of the Director	Mr. Viraj Nanda
Designation	Presently Non-Executive Director of the Company to be appointed as the Executive Director
DIN	07711708
Age	28 years
Date of first appointment on the Board	14 <sup>th</sup> February, 2017
Brief resume	He holds a bachelors' degree in tourism and hospitality management from William Angliss Institute, Melbourne, Australia and a diploma in CAD from CADD Centre Training Services, New Delhi, India. He has experience in the pre-engineered steel building industry with our Company.
Qualification	As provided in the brief resume above.
Experience	As provided in the brief resume above.
Nature of expertise in specific functional areas	As provided in the brief resume above.
Number of Meetings of the Board attended during the year (FY 2024- till date)	7
Last drawn remuneration	NIL
Remuneration proposed to be paid	As per the Resolution No.2 of this Notice read with Explanatory Statement thereto.
List of Directorships of other listed Entities	NIL
List of Memberships/Chairmanships of Committees of other listed entities	NIL
Listed entities from which resigned/retired in the past three years	NIL
Shareholding in the Company	NIL
Relationship with other Directors and Key Managerial Personnel of the Company.	Son of Mr. Arvind Nanda, Managing Director of the Company
Terms and conditions of appointment along with the details of remuneration	As per the Resolution No.2 of this Notice read with Explanatory Statement thereto.

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